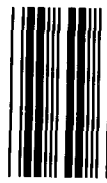


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Mesa, Arizona 85206

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**THIRD AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR WHITEWING AT WIEHL ESTATES**

THIS THIRD AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WHITEWING AT WIEHL ESTATES is made this 21st day of March, 2007 by the WHITEWING AT WIEHL ESTATES HOMEOWNERS ASSOCIATION, an Arizona corporation ("Association"), acting with the affirmative vote or written consent of the members holding not less than sixty-seven percent (67%) of all votes.

RECITALS

WHEREAS, The Declaration of Covenants, Conditions and Restrictions for Whitewing at Wiehl Estates recorded on May 15, 1998 at Instrument No. 98-0404936 ("Original Declaration") placed various covenants, conditions and restrictions on certain property located in Maricopa County, Arizona;

WHEREAS, the Original Declaration was amended by the First Amendment to Declaration of Covenants, Conditions and Restrictions for Whitewing at Wiehl Estates recorded on July 15, 1998 at Instrument No. 98-0606593. The Original Declaration was further amended by the Second Amendment to Declaration of Covenants, Conditions, Restrictions for Whitewing at Wiehl Estates recorded on November 6, 1998 at Instrument No. 98-1003046. The Original Declaration, as amended by the above-referenced amendments, and as amended by this Third Amendment to Declaration of Covenants, Conditions and Restrictions for Whitewing at Wiehl Estates, shall be collectively referred to herein as the "Declaration";

WHEREAS, the Declaration provides that it may be amended by the affirmative vote or written consent of Members holding not less than sixty-seven percent (67%) of the votes entitled to be cast;

WHEREAS, the Declaration requires the approval of Eligible Mortgage Holders representing at least fifty-one percent (51%) of all Lots subject to First Mortgages held by Eligible Mortgage Holders for any amendment to the Declaration affecting the boundaries of any Lot;

WHEREAS, the owner of Tract "G" desires to split Tract "G" into four (4) Lots, to be known as Lots 63, 64, 65 and 66 ("New Lots");

WHEREAS, the Association has consented to the proposed lot split; and

WHEREAS, the New Lots are to be held, conveyed, encumbered, leased, used and improved subject to the Declaration, including all restrictions, covenants, conditions, easements and equitable servitudes, all of which shall run with the land, shall be binding upon all persons having or acquiring any right, title or interest in the New Lots or any part thereof, shall inure to the benefit of each owner of any portion of the New Lots or any interest therein, shall inure to the benefit of and be binding upon each successor in interest, and may be enforced as provided for in the Declaration.

NOW, THEREFORE, the Declaration is amended as follows:

Sections 1.19, 1.27 and 1.28 of Article 1 are deleted and replaced in their entirety by the following:

“1.19 “Lot” shall mean and refer to a lot into which any part of the Property is subdivided as set forth on the Plat and shall include, without limitation, the Equestrian Lots.”

“1.27 “Plat” shall mean the plat Recorded in Book 469 of Maps, page 41, as hereafter amended, corrected or supplemented, and shall be deemed to include the final recorded lot split of Tract “G” into Lots 63 through 66, inclusive, according to Exhibit “A” hereto, regardless of how said lot split is ultimately reflected for platting purposes in the Office of the Maricopa County Recorder, Arizona.”

“1.28 “Property” and “Project” are synonymous, and means the real property described as Lots 1 through 66, inclusive, and Tracts ^{Unofficial Document} A through F and Tracts H through K, inclusive, WHITEWING AT WIEHL ESTATES, according to the Plat.”

Article 9, Section 9.27 is deleted and replaced in its entirety by the following:

“9.27 Tract “G”. Notwithstanding anything herein to the contrary, once Tract “G” is replatted into Lots 63 through 66, inclusive, neither the former Tract “G” nor Lots 63 through 66, inclusive, will have any special rights or privileges formerly granted with respect to said property and the same will be treated as any other Lot subject to the Declaration.”

Except as identified, all other provisions of the Declaration shall remain in force and shall be unaffected by this Third Amendment.

Pursuant to Article 11, Section 11.2 of the Declaration, we Tim Steele, President of Whitewing at Wiehl Estates Homeowners Association and Joni Hill, Secretary of Whitewing at Wiehl Estates Homeowners Association, hereby certify that the amendment requirements of said Article of the Declaration have been satisfied, including approval of the requisite percentage of Owners, and approval of the requisite percentage of Eligible Mortgage Holders, and all requirements of said Article of the Declaration will be satisfied upon recordation of this document.

Tim Steele

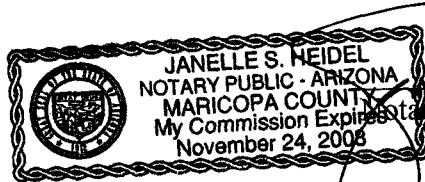
President

Joni Hill

Secretary

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this 28th day of June, 2007, before me, the undersigned Notary personally appeared Tim Steele, the President of Whitewing at Wiehl Estates Homeowners Association and Joni Hill, the Secretary of Whitewing at Wiehl Estates Homeowners Association, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged that they signed the same for the purposes therein contained.

 Janelle S. Heidel
Notary Public

My commission expires:
Nov. 24, 2008

CONSENT TO PROPOSED AMENDMENT

Pursuant to the amendment requirements of the Declaration (as previously defined), the undersigned Owners of the referenced Lots hereby sign this document to express consent for the proposed Third Amendment to Declaration of Covenants, Conditions and Restrictions for Whitewing at Wiehl Estates as if the signatures referenced below were included in the actual Amendment.

Date	Printed Name of Owner	Signature	Lot #
4/6	Scott Bjerk	Scott A. Bjerk	49
4/6	Julie Bjerk	Julie Bjerk	49
4/6	MATTHEW BROWN	Matthew Brown	59
4/6	FRANK WITMAN	Frank Witman	9
4-6	Carolyn Whitman	CAROLYN WHITMAN	9
4-6	PEGGY HERZ SMITH	Peggy Herz Smith	3
4-6	PHILIP E. SMITH	Philip E. Smith	3
4-6-06	JAMES SEW	James Sew	10
4/6/06	AL & JONI HILL	Al Hill	12
4-6-06	Joni Hill	Joni Hill	12
4/6	KEVIN BRENNERT	Kevin Brenner	21
4/6	ARON BRENNERT	Aron Brenner	21
4-6-06	Jim Hale TIMSTERLE	Jim Hale	35
4-6-06	GREGORY L. BAMFORD	Greg Bamford	38
4/6/06	MORRIS M OSWALD	Morris Oswald	39
4/6/06	GARI KEMPTON	Gari Kempton	28
4/6/06	MITCH KEMPTON	Mitch Kempton	28
4/6/06	Yerna Lueck	Yerna Lueck	4
4/6/06	Jolyn Weathers	Jolyn Weathers	8
4/6/06	Mark Weathers	Mark Weathers	8
4/6/06	Lorie Nicholls	Lorie Nicholls	1
4/7/06	Jed Hansen	Jed Hansen	32
4/8/06	Jeff McLaughlin	Jeff McLaughlin	31
4/8/06	Scott McLaughlin	Scott McLaughlin	29
4-8-06	Scott F. McLaughlin	Scott F. McLaughlin	33
4/8/06	Steve O'Brien	Steve O'Brien	30

Unofficial Document

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Date	Printed Name of Owner	Signature	Lot #
4/8/06	Gina Hamel		62
4/8/06	A. Brian Holliday		42
4/8/06	Rod Drake		52
4/8/06	David Rush		19
	JEFFREY JOHNSON		60
4/8/06	Dorothy Shetter		7
4/8/06	Kathy Jacobsen KATHY JACOBSEN		4
4/8/06	A. ALGRESTIAN		25
4-8-06	Carol Inger Coon/Tozer		57
4-11-06	DAWIDA PRICE		48
4-11-06	Joseph P. Cardon		55
4-11-06			50
4/11-06	Michael Murnan		51
4-11-06	Ron Walters		58
4/11/06	Maria Conroy		2
4/11/06	WILLIAM EVANS		6
4/12/06	PAUL C CYR		34
4/12/06	Jacob Smonten		56
4/12/06	Renata Chalmer		36
4/12/06	Timothy B. Owens		05
4/12/06	Jenny Ruttiger		24
4/12/06	Susan Hahn		53
4/13/06	K. Chance Parsons		37
4/13/06	Susan Wonnemaker		22

CONSENT TO PROPOSED AMENDMENT

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Date	Printed Name of Owner	Signature	Lot #
8-18-06	Tom Lyman		13
8-18-06	Dohna Grohe		18
8/19/06	Josh Jaeger		17
8/20/06	John M. Earl		14
9/5/06	John Gersitz		16

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