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**THIS AMENDMENT SUPERSEDES THE AMENDMENT RECORDED
WITHOUT SIGNATURES UNDER DOCUMENT NO. 2003-114051-0**

cc

DECLARATION

FOR

POWDER RIDGE

(A Planned Community within The Powder Reserve)

PHASE 3 AMENDMENT

Declarant, Eklutna, Inc., on March 20, 2003, recorded the Declaration for Powder Ridge, A Planned Community within The Powder Reserve, under Document No. 2003-025632-0. The Declaration applied to the following real property:

Lots 1 through 8, Block 1; Lots 1 through 14, Block 2; Lots 1 through 15, Block 3; Lots 1 through 13, Block 4; and Tracts 1, 6 and 7, Powder Ridge Subdivision, according to Plat No. 98-80;

Lots 1 and 2, Block 5; Lots 1 through 12, Block 6; Lots 1 through 6, Block 7; and Tracts 4A, 4B and 4C, Powder Ridge Phase 2, according to Plat No. 2002-77; and

Section Lot 2 and the southwest quarter (SW 1/4) of the northeast quarter (NE 1/4), Section 2, Township 14 North, Range 2 West, Seward Meridian, except those portions now in the state right-of-way for the New Glenn Highway and the frontage road.

Also excepting therefrom the subsurface estate and all rights, privileges, immunities and appurtenances of whatsoever nature accruing unto said estate pursuant to the Alaska Native Claims Settlement Act of 12-1888-71 (85 Stat 688, 704; 43 U.S.C. 1601, 1613(f) (1976)) as reserved by the United States of America.

Anchorage Recording District, Third Judicial District, State of Alaska.

The purpose of this Phase 3 amendment is to add 64 new Lots and one new Common Element to the planned community of Powder Ridge and to provide occupancy restrictions for the Phase 3 Lots, pursuant to Declarant's reserved rights contained in Article VIII of the Declaration. The new Lots and Common Element were created from Tracts 1 and 7, Powder Ridge Subdivision, according to Plat No. 98-80.

The new Lots are described as follows:

Lots 1 through 10, Block 8; Lots 1 through 3, Block 9; Lot 1, Block 10; Lots 1 through 42, Block 11, and Lots 1 through 8, Block 12; Powder Ridge Phase 3, according to Plat No. 2003-143.

By the recording of the Declaration, Tracts 4-B and 4-C, Powder Ridge Phase 2, according to Plat No. 2002-77, were made Common Elements of Powder Ridge. The new Common Element of Powder Ridge is described as follows:

Tract 1D, Powder Ridge Phase 3, according to Plat No. 2003-143.

Tract 1A, according to Plat No. 2003-143, is subject to Declarant's reserved rights for future development pursuant to Article VIII of the Declaration

Tracts 1B and 1C, Powder Ridge Phase 3, according to Plat No. 2003-143, by separate amendment of the Declaration for The Powder Reserve, A Master Planned Community, will become Common Elements of The Powder Reserve.

Eklutna, Inc., declares that the Lots and Common Element made part of the planned community of Powder Ridge by this Phase 3 amendment shall be held and conveyed subject to the terms, covenants, restrictions and conditions of the Declaration, except as provided in the attached Section 10.2, Occupancy Restrictions, applicable to the



Phase 3 Lots. An amended Exhibit 2, the Table of Allocated Interests, and an amended Exhibit 3, the Development Plan, are attached hereto.

IN WITNESS WHEREOF, Declarant, Eklutna, Inc., has caused this Phase 3 Amendment to be executed this 31 day of October, 2003.

DECLARANT: EKLUTNA, INC.

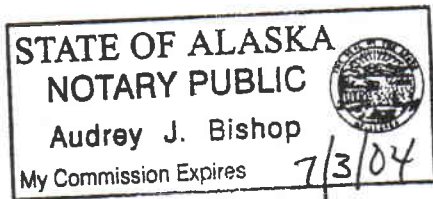
H. Robert Gamel Kim L. Zello
H. Robert Gamel, CEO Kim Zello, President

Dorothy Cook
Dorothy Cook, Secretary
David Alex, Chairman
Treasurer

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on this 31st day of October, 2003, before me, the undersigned Notary Public in and for the State of Alaska, duly commissioned and sworn, personally appeared H. ROBERT GAMEL, KIM ZELLO and ~~DOROTHY COOK~~, to me known and known to me to be the Chief Executive Officer, President and Secretary, respectively, of EKLUTNA, INC., and they acknowledged that they signed the same as a free act and deed of the said corporation for the uses and purposes therein expressed pursuant to its bylaws or a resolution of its Board of Directors.

WITNESS my hand and official seal the day and year in this certificate first above written.



Audrey J. Bishop
Notary Public in and for Alaska
My Commission expires: 7/3/04

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Declaration for Powder Ridge
(A Planned Community within The Powder Reserve)
Phase 3 Amendment



MORTGAGEE CONSENT: FIRST NATIONAL BANK ALASKA

By: William P. Inscho
William P. Inscho, Vice President

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on this 31ST day of October, 2003, before me, the undersigned Notary Public in and for the State of Alaska, duly commissioned and sworn, personally appeared WILLIAM P. INSCHO, to me known and known to me to be a Vice President of the FIRST NATIONAL BANK ALASKA and known to me to be the individual named in and who executed the foregoing document, and he acknowledged to me that he was authorized to execute the foregoing document on behalf of the FIRST NATIONAL BANK ALASKA for the uses and purposes therein set forth.

WITNESS my hand and notarial seal the day and year herein above written.



Beth A. Hayward-Berry
Notary Public in and for Alaska
My Commission expires: 5-30-06

After recording return to:

Sandra J. Wicks, Esq.
3237 W. 31st Avenue
Anchorage, Alaska 99517

Declaration for Powder Ridge
(A Planned Community within The Powder Reserve)
Phase 3 Amendment



**DECLARATION
FOR
POWDER RIDGE
(A Planned Community within The Powder Reserve)**

Amended Section 10.2 Applicable to Phase 3 Lots

Section 10.2 - Occupancy Restrictions. All Lots are subject to the following occupancy restrictions.

(a) *Architectural Control and Penalty.* No construction, clearing or site grading shall begin on any Lot until the Architectural Control Committee has approved the proposed activity in writing. A Lot layout plan showing house, driveway and clearing limit locations shall be plotted in compliance with the requirements of this Article by a registered surveyor at the Lot Owner's expense. This surveyor-certified plot plan shall be delivered by a Lot Owner to the Architectural Control Committee thirty (30) days prior to anticipated commencement of construction. After initial construction of the house on any Lot, plans for any additions, modifications, outbuildings or fences shall be submitted by the Lot Owner to the Architectural Control Committee thirty (30) days prior to anticipated commencement of construction. Construction may not begin until written approval of the plot plan is received. A penalty of One Hundred Dollars (\$ 100) per day may be assessed by the Executive Board against a Lot Owner for unapproved construction activities.

(b) *Structure Design and Appearance.* The Developer/Declarant of the Declaration for Powder Ridge (A Planned Community) wishes to create a superior residential neighborhood which exhibits a wide range of harmonious designs, appearances and colors so that Powder Ridge maintains a distinctive character. Thus, no set of building plans may be replicated or repeated (defined as less than approximately 30% change to the house front) within four Lots in any direction from a Lot that is readily visible along a street frontage from the Lot for which a design has been submitted to the Architectural Control Committee. No maximum or minimum roof pitch is specified, but approval by the Architectural Control Committee will be based on the visual impact of the roof on the Lot and on neighboring Lots, dwellings, roads and open spaces. Overall appearance of the dwelling will be an important consideration for approval, and the Architectural Control Committee may waive any requirements at any time in its sole discretion.

(c) *Dwelling Cost, Quality and Size.* Unless otherwise approved in writing by the Architectural Control Committee and the Executive Board, no dwelling shall be permitted on any Lot at a cost of less than seventy-two percent (72%) of appraised value of the



structure and Lot combined, it being the intention and purpose of this covenant to assure that all dwellings shall be of a quality of workmanship and materials substantially the same or better than that which can be produced on the date this Declaration is recorded, at the minimum cost stated here for the minimum permitted dwelling size. All dwellings, with the exception of ranch-style dwellings, must have at least 2,000 square feet of living area, not including garage area or outbuilding area. Ranch-style dwellings must have at least 1,800 square feet of living area, not including garage area or outbuilding area.

(d) *Permanent, Detached Structures (Outbuildings)*. A single detached outbuilding on a permanent foundation, no larger than eight (8) feet by ten (10) feet and no greater than twelve (12) feet in height may be constructed on a Lot, but the outbuilding must be within a fenced area, siding similar to that of the dwelling must be used on any outbuilding, and the structure must be located on the Lot and finished so as to blend into the surroundings as much as possible. Metal, aluminum or similar structures shall NOT be allowed.

(e) *Siding, Roofs and Colors*. No metal buildings shall be constructed or maintained on any Lot, and metal roofs are not permitted. T1-11, sheet wood siding, or like material, may be used in construction of dwellings or permanent, detached structures only on a side that is not visible from any street or where visibility is completely blocked due to major offsets in the dwelling. Chimneys shall be enclosed with framing when visible from the street. All paint, stain and roof colors, materials and textures must comply with those approved by the Architectural Control Committee. The intent is to have pleasing and differing colors and textures from house to house.

(f) *Slope Stabilization and Sedimentation Control*. Slopes shall be stabilized and sedimentation controlled at all times during construction. All construction shall comply with the Municipality of Anchorage, the Alaska Department of Environmental Conservation and the EPA Storm Water Pollution Prevention Plan requirements.

(g) *Driveways, Structure Locations, Clearing Limits and Setback Lines*. Driveway and structure locations and clearing limits are to be staked according to the lot layout plan approve by the Architectural Control Committee. Unless waived by the Architectural Control Committee, structures must be located outside of the following setbacks:

Front Yard: Minimum of twenty-five (25) feet.

Secondary Front Yard: Minimum fifteen (15) feet.

Side Yard: Minimum of seven (7) feet.

Rear Yard: Minimum twenty (20) feet.



There is also a ten (10) foot undisturbed vegetative buffer at the rear of each Lot required by AO 2000-143 (S-2) which can only be changed by amendment of the ordinance. If the vegetative buffer is disturbed in any manner it must be re-established to the same natural state as before the disturbance.

(h) *Completion of Exteriors.* All houses must be enclosed and exteriors finished within twelve (12) months of the time construction begins, except that this time may be extended for compelling reasons at the discretion of the Architectural Control Committee to avoid hardship. No building shall be occupied prior to the completion of the exterior.

(i) *Temporary Construction Structures.* Temporary construction structures up to 200 square feet in area may be permitted with the written approval of the Architectural Control Committee. These structures shall be for use only during the construction phase on a Lot, not to exceed one (1) year, and shall be promptly removed when no longer needed or within thirty (30) days of a written request for removal by the Architectural Control Committee. Temporary structures shall not be used as residences. Portable toilet facilities shall be provided on any Lot under construction unless a toilet facility available to the construction workers is located within three hundred (300) feet of the construction site.

(j) *Driveway Paving and Location of Utilities.* All driveways shall be paved with black asphalt or grey concrete unless otherwise approved in writing by the Architectural Control Committee. Utility installations shall be underground and located within the approved clearing limits or existing cleared areas. Any utility connections or work that disturbs or damages subdivision open spaces, pathways, roads, curbs or buffer vegetation must be repaired or replaced by the Lot Owner.

(k) *Lawns and Landscaping.* All Lot Owners shall submit a Landscape Plan to the Architectural Control Committee for approval. All disturbed areas on a Lot shall be landscaped by the Lot Owner with trees, shrubs, mulch and grass and seeded, weather permitting, not later than the first growing season after completion of construction of the primary structure on the Lot. Tree planting, especially in the front yard shall be emphasized. There shall be at least three (3) trees with a minimum height of six (6) feet planted and maintained in front of the house on each Lot. Steep slopes (steeper than 1 1/2: 1) shall be stabilized with rock work or retaining walls. All lawns are to be maintained free of weeds, mowed and trimmed whenever growth exceeds four inches (4"). Lot Owners shall plant and mow and maintain unpaved road right-of-way next to their Lot. Fertilizer shall be used sparingly not more than twice yearly to minimize adverse runoff water quality.

(l) *Trees.* No live trees may be removed from any Lot except those trees within the Architectural Control Committee approved clearing limits on that Lot or as required by



Section 14, below. It is the intent of this provision that all persons purchasing Lots shall do their utmost to maintain the live trees and the natural wooded surroundings of their properties. It shall be the responsibility of each Lot Owner to inform any construction personnel of these requirements and require them to take the necessary time and expense to make certain that: (1) no more than 4 inches of dirt is placed over any live tree roots; (2) damaged roots and trees are painted with protective sealer to prevent dehydration; (3) root feeding of damaged trees is done in a timely fashion; (4) tree surgery is done on all trees deemed unsafe or unsightly to correct the condition; and (5) roots exposed by machinery, etc., are covered by 4 inches of topsoil within thirty (30) days of their exposure. The Lot Owner, at Lot Owner's expense, shall be responsible to replant within 1 year of completion of construction any trees outside of the approved clearing limits killed as the result of construction activity. Minor tree surgery to enhance views is allowed. Infested, diseased or dead trees shall be removed immediately, except when weather/snow cover does not permit their safe removal. Stumps shall be trimmed flush with the ground level or removed and covered by soil and revegetated immediately as weather conditions permit.

(m) *Sight Distance.* No fence, wall, hedge or shrub planting which obstructs sight lines at elevations between two (2) feet and six (6) feet above the roadway shall be placed or permitted to remain on any corner Lot within the triangular area formed by the street property lines and a line connecting them at points twenty-five (25) feet from the intersection of the street property lines or, in the case of a rounded property corner, from the intersection of the property lines adjacent to the street if extended in a straight line. The same sight line limitations shall apply on any Lot within ten (10) feet of the intersection of a street property line with the edge of driveway pavement. No trees shall be permitted to remain within such clear vision areas unless the foliage is trimmed to a sufficient height to prevent obstruction of sight lines.

(n) *Drainage.* Any alteration of natural drainage is the responsibility of the party changing grades. A Lot Owner changing the grade shall make provision for water runoff so that it does not negatively impact other Lot Owners or the Common Elements.

(o) *Fences.* Whenever practicable, hedges, shrubs or trees shall be used for screening. Fences to be constructed at the time of house construction shall be shown and approved as part of the lot layout approval. For approval of a fence to be constructed after initial construction of the house on a Lot, the Lot Owner shall submit at least thirty (30) days before the anticipated commencement of fence construction a plan showing the location of the fence and the proposed fence design. Dog runs shall only be permitted behind the house on a Lot and, when permitted, shall be concealed by a wooden fence. Fences are to be constructed of wood materials only. Weather treated construction grade materials such as fir and hemlock may be used for posts and stringers but only cedar or redwood may be used for the facing. The fence shall be constructed so that posts and stringers are located on the inside of the fence (facing the interior of the Lot) and facings



or rails are on the outside of the fence. Fences shall not exceed six feet (6') in height. No fences are permitted in the front yard of a Lot.

(p) *Signs.* No sign of any kind shall be displayed to public view on any Lot except a sign of not more than six (6) square feet advertising the property for sale or rent, except signs used by the builder or Declarant to advertise the properties during the construction or sales period. No signs shall be nailed or affixed to trees. Any sign shall comply with the current zoning regulations applicable to signs.

(q) *Animals.* No animals, sled dogs, livestock, including horses or poultry of any kind, shall be raised, bred or kept on any Lot excepting that two (2) dogs, cats or other pets may be kept, provided they are not kept, bred or maintained for any commercial purpose. All pets shall be chained, fenced or otherwise restrained at all times. No pet shall be allowed to run freely. Lot Owner is responsible for removing its pets' feces from all areas of the Planned Community (i.e. open spaces, streets, bike trails, sidewalks, etc.). No vicious dog, as defined by the Executive Board, shall be kept on any Lot.

(r) *Nuisances.* No noxious or offensive activity shall be carried on upon any Lot, nor shall anything be done thereon which may be or may become an annoyance or nuisance or danger to the neighborhood. Lot Owners shall contain or control their animals to the extent necessary to eliminate nuisance (including but not limited to barking dogs) to their neighbors. Use of snow machines, off road use of motorcycles or any other all-terrain vehicle within the subdivision is expressly prohibited. The Executive Board shall have the authority to establish a fine schedule and levy fines in a sufficient amount to deter continuation of any activity determined by the Executive Board to be a nuisance.

(s) *Easements.* Easements for installation and maintenance of utilities and drainage facilities are reserved as shown on the recorded plat. Within these easements, no structure, planting other than ground cover, or other material, which may damage or interfere with the installation and maintenance of utilities, which may change the flow of drainage facilities in the easement, or which may obstruct or retard the flow of water through drainage channels in the easements, shall be placed or allowed to remain. The easement on each Lot, and all improvements in it, shall be maintained continuously by the owner of the Lot, except for those Improvements for which a public authority or utility company is responsible. A foot or bike path or trail easement shall not be utilized by motor powered vehicles of any sort except for maintenance vehicles, or as approved by the Executive Board. No live vegetation shall be disturbed in any perimeter buffer easements, except where utilities and storm drainage structures are to be installed, and all disturbed areas must be revegetated with approved landscaping.

(t) *Waste Material.* No Lot shall be used or maintained as a dumping ground for rubbish, trash, garbage or other waste. All such matter shall be kept in sanitary containers.



Construction waste shall be kept to a minimum on site and removed to the satisfaction of the Architectural Control Committee and the Executive Board consistent with professional building industry standards. No incinerators or other equipment for storage or disposal of garbage, trash, rubbish or other waste may be kept, maintained or located at the exterior of any dwelling except (1) in a storage shed, completely enclosed and located or connected to the exterior wall of the dwelling; or, (2) on the day of garbage pickup. No outside burning shall be allowed without the Executive Board's written approval.

(u) *Storage. Fuel storage is prohibited.* No recreational vehicle of any type shall be parked in the street, on the driveway or on the front yard of any Lot at any time, except between May 15th and September 15th of each year recreational vehicles may be parked for no more than 48 hours on the street or driveway. No vehicle may be parked on the yard. All vehicles, boats, trailers, campers, motorcycles, recreational vehicles, snow machines, all-terrain vehicles, and cross-country vehicles of any type, midget cars and all other similar types of property must be stored, located and maintained behind the front of the dwelling and within the minimum dwelling setback lines under Section 8, above. No airplanes, ultra-light aircraft, helicopters or similar devices or parts thereof shall be kept on any property within the subdivision. All permitted storage shall be in such a manner as to preserve the character of Powder Ridge. No stored recreational vehicle shall be covered in any manner with tarpaulins or other unsightly coverings as determined, in its sole discretion, by the Architectural Control Committee. No Lot or street may be used for the storage of any equipment, materials or merchandise used or to be sold in a business or trade.

(v) *Vehicles.* No vehicle may be abandoned or allowed to remain on any Lot for more than thirty (30) days if it is not in operating condition, and all vehicles on any Lot must be licensed. No equipment such as bulldozers, work trucks and road graders may be parked on any Lot or street except during that time it is actually working in that area of the subdivision in a continuous manner. No commercial vehicles shall be parked on Lots or streets except during the time necessary for loading or unloading. All owners shall comply with the parking ordinances of the Municipality of Anchorage which are applicable to residential neighborhoods. No vehicle shall be parked to block a bike trail or sidewalk.

(w) *Antennae.* Only such antennae as must be permitted under the Federal Communications Act of 1996, as it may be amended, are permitted within the planned community. No more than one antenna per Lot is permitted.



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**DECLARATION
FOR
POWDER RIDGE
(A Planned Community within The Powder Reserve)**

Amended Exhibit 2

TABLE OF ALLOCATED INTERESTS

<u>Phase 1 Units</u>	<u>Street Address</u>	<u>% Liability for Common Expenses*</u>	<u>Votes</u>
Lot 13, Block 2	16610 Theodore Dr.	1.8%	1
<u>Phase 2 Units</u>			
Lot 1, Block 5	13644 Vasili Dr.	1.8%	1
Lot 2, Block 5	16331 Nikita Dr.	1.8%	1
Lot 1, Block 6	13649 Vasili Dr.	1.8%	1
Lot 2, Block 6	13627 Vasili Dr.	1.8%	1
Lot 3, Block 6	16409 Ondola Cr.	1.8%	1
Lot 4, Block 6	16419 Ondola Cr.	1.8%	1
Lot 5, Block 6	16427 Ondola Cr.	1.8%	1
Lot 6, Block 6	16433 Ondola Cr.	1.8%	1
Lot 7, Block 6	16430 Ondola Cr.	1.8%	1
Lot 8, Block 6	16422 Ondola Cr.	1.8%	1
Lot 9, Block 6	16408 Ondola Cr.	1.8%	1
Lot 10, Block 6	13521 Vasili Dr.	1.8%	1
Lot 11, Block 6	13509 Vasili Dr.	1.8%	1
Lot 12, Block 6	13501 Vasili Dr.	1.8%	1
Lot 1, Block 7	16330 Nikita Dr.	1.8%	1
Lot 2, Block 7	13600 Vasili Dr.	1.8%	1
Lot 3, Block 7	13544 Vasili Dr.	1.8%	1
Lot 4, Block 7	13532 Vasili Dr.	1.8%	1
Lot 5, Block 7	13520 Vasili Dr.	1.8%	1
Lot 6, Block 7	13508 Vasili Dr.	1.8%	1



Phase 3 Units

Lot 1, Block 8	13500 Konrad Cr.	1.8%	1
Lot 2, Block 8	13514 Konrad Cr.	1.8%	1
Lot 3, Block 8	13526 Konrad Cr.	1.8%	1
Lot 4, Block 8	13538 Konrad Cr.	1.8%	1
Lot 5, Block 8	13550 Konrad Cr.	1.8%	1
Lot 6, Block 8	13543 Konrad Cr.	1.8%	1
Lot 7, Block 8	13535 Konrad Cr.	1.8%	1
Lot 8, Block 8	13517 Konrad Cr.	1.8%	1
Lot 9, Block 8	13417 Konrad Cr.	1.8%	1
Lot 10, Block 8	13403 Konrad Cr.	1.8%	1
Lot 1, Block 9	13444 Konrad Dr.	1.8%	1
Lot 2, Block 9	13452 Konrad Dr.	1.8%	1
Lot 3, Block 9	13460 Konrad Dr.	1.8%	1
Lot 1, Block 10	13420 Alex Cr.	1.8%	1
Lot 1, Block 11	13351 Alex Cr.	1.8%	1
Lot 2, Block 11	13339 Alex Cr.	1.8%	1
Lot 3, Block 11	13327 Alex Cr.	1.8%	1
Lot 4, Block 11	13315 Alex Cr..	1.8%	1
Lot 5, Block 11	13304 Alex Cr.	1.8%	1
Lot 6, Block 11	13316 Alex Cr.	1.8%	1
Lot 7, Block 11	13328 Alex Cr.	1.8%	1
Lot 8, Block 11	13340 Alex Cr.	1.8%	1
Lot 9, Block 11	13352 Alex Cr.	1.8%	1
Lot 10, Block 11	13439 Konrad Dr.	1.8%	1
Lot 11, Block 11	13427 Konrad Dr.	1.8%	1
Lot 12, Block 11	13415 Konrad Dr.	1.8%	1
Lot 13, Block 11	13401 Konrad Dr.	1.8%	1
Lot 14, Block 11	13361 Konrad Dr.	1.8%	1
Lot 15, Block 11	13349 Konrad Dr.	1.8%	1
Lot 16, Block 11	13333 Konrad Dr.	1.8%	1
Lot 17, Block 11	16511 Baird Cr.	1.8%	1
Lot 18, Block 11	16529 Baird Cr.	1.8%	1
Lot 19, Block 11	16555 Baird Cr.	1.8%	1
Lot 20, Block 11	16603 Baird Cr.	1.8%	1
Lot 21, Block 11	16616 Baird Cr.	1.8%	1
Lot 22, Block 11	16627 Baird Cr.	1.8%	1
Lot 23, Block 11	16629 Baird Cr.	1.8%	1
Lot 24, Block 11	16651 Baird Cr.	1.8%	1



Lot 25, Block 11	16663 Baird Cr.	1.8%	1
Lot 26, Block 11	16652 Baird Cr.	1.8%	1
Lot 27, Block 11	16636 Baird Cr.	1.8%	1
Lot 28, Block 11	16628 Baird Cr.	1.8%	1
Lot 29, Block 11	13245 Fullenwider Cr.	1.8%	1
Lot 30, Block 11	13231 Fullenwider Cr.	1.8%	1
Lot 31, Block 11	13217 Fullenwider Cr.	1.8%	1
Lot 32, Block 11	13205 Fullenwider Cr.	1.8%	1
Lot 33, Block 11	13200 Fullenwider Cr.	1.8%	1
Lot 34, Block 11	13208 Fullenwider Cr.	1.8%	1
Lot 35, Block 11	13216 Fullenwider Cr.	1.8%	1
Lot 36, Block 11	13230 Fullenwider Cr.	1.8%	1
Lot 37, Block 11	16562 Baird Cr.	1.8%	1
Lot 38, Block 11	16550 Baird Cr.	1.8%	1
Lot 39, Block 11	16538 Baird Cr.	1.8%	1
Lot 40, Block 11	16526 Baird Cr.	1.8%	1
Lot 41, Block 11	16541 Baird Cr.	1.8%	1
Lot 42, Block 11	16502 Baird Cr.	1.8%	1
Lot 1, Block 12	13416 Konrad Dr.	1.8%	1
Lot 2, Block 12	13400 Konrad Dr.	1.8%	1
Lot 3, Block 12	13360 Konrad Dr.	1.8%	1
Lot 4, Block 12	13348 Konrad Dr.	1.8%	1
Lot 5, Block 12	13336 Konrad Dr.	1.8%	1
Lot 6, Block 12	13324 Konrad Dr.	1.8%	1
Lot 7, Block 12	13312 Konrad Dr.	1.8%	1
Lot 8, Block 12	13300 Konrad Dr.	<u>1.8%</u>	<u>1</u>
TOTAL		100%	85

* Actual percentage 1.7647%, rounded to 1.8% for convenience. If all 381 Lots proposed for Powder Ridge are created and made part of the Powder Ridge Planned Community, the percentage of liability for Common Expenses will be .2624%, rounded to .26% for convenience.



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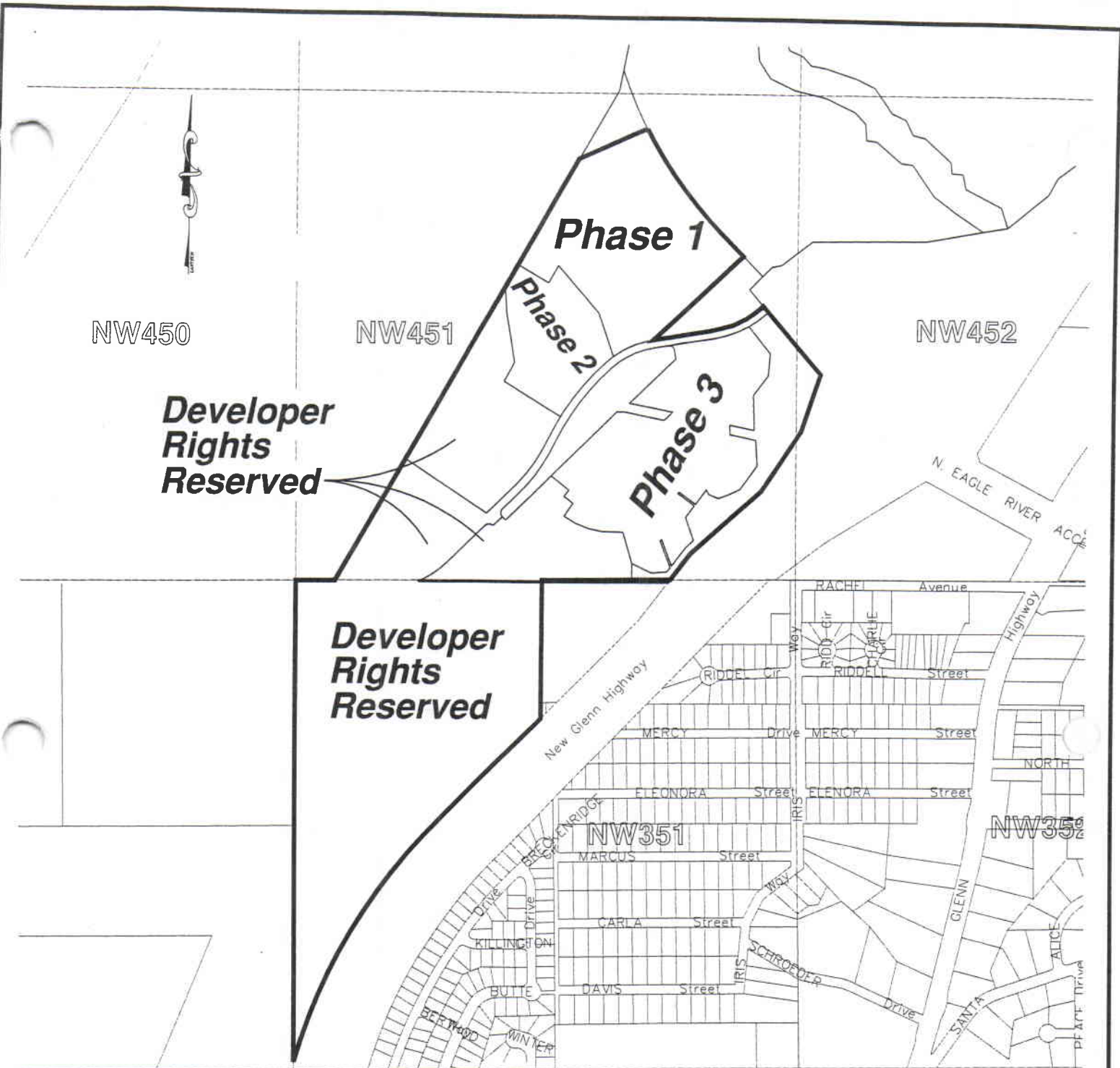
Amended Exhibit 3

DEVELOPMENT PLAN



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2003-114061-0



***Development Plan For Powder Ridge
(A Planned Community Within The Powder Reserve)***





Development Plan For Powder Ridge

(A Planned Community Within The Powder Reserve)

Phase 1



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Tract-4C
(Common Element)

Phase 2 Boundary

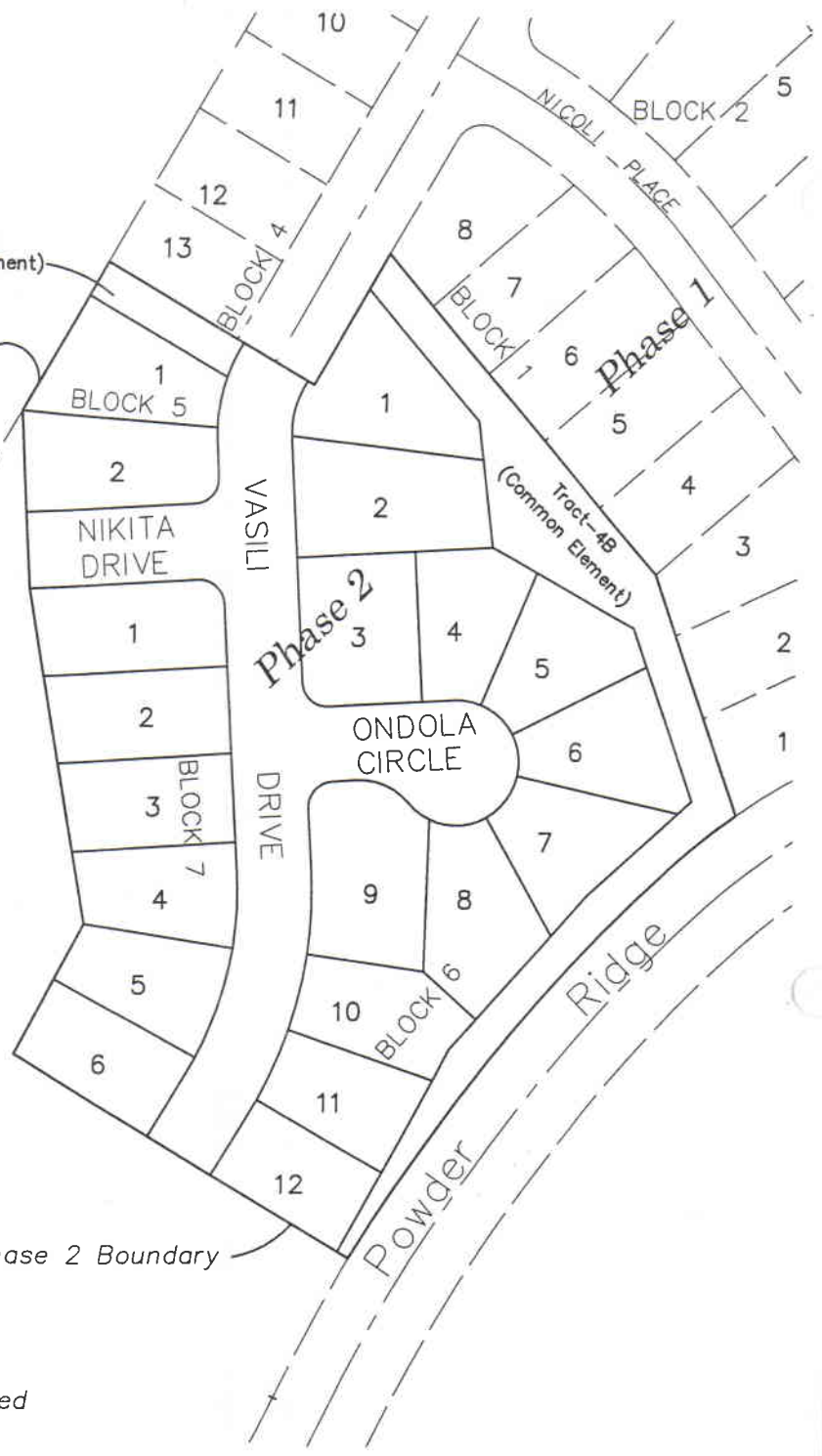
TRACT 39
T. 15 N., R. 2 W., S.M.

Tract Boundary

Tract-4A

Phase 2 Boundary

Developer Rights Reserved
Need Not Be Built



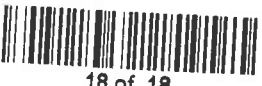
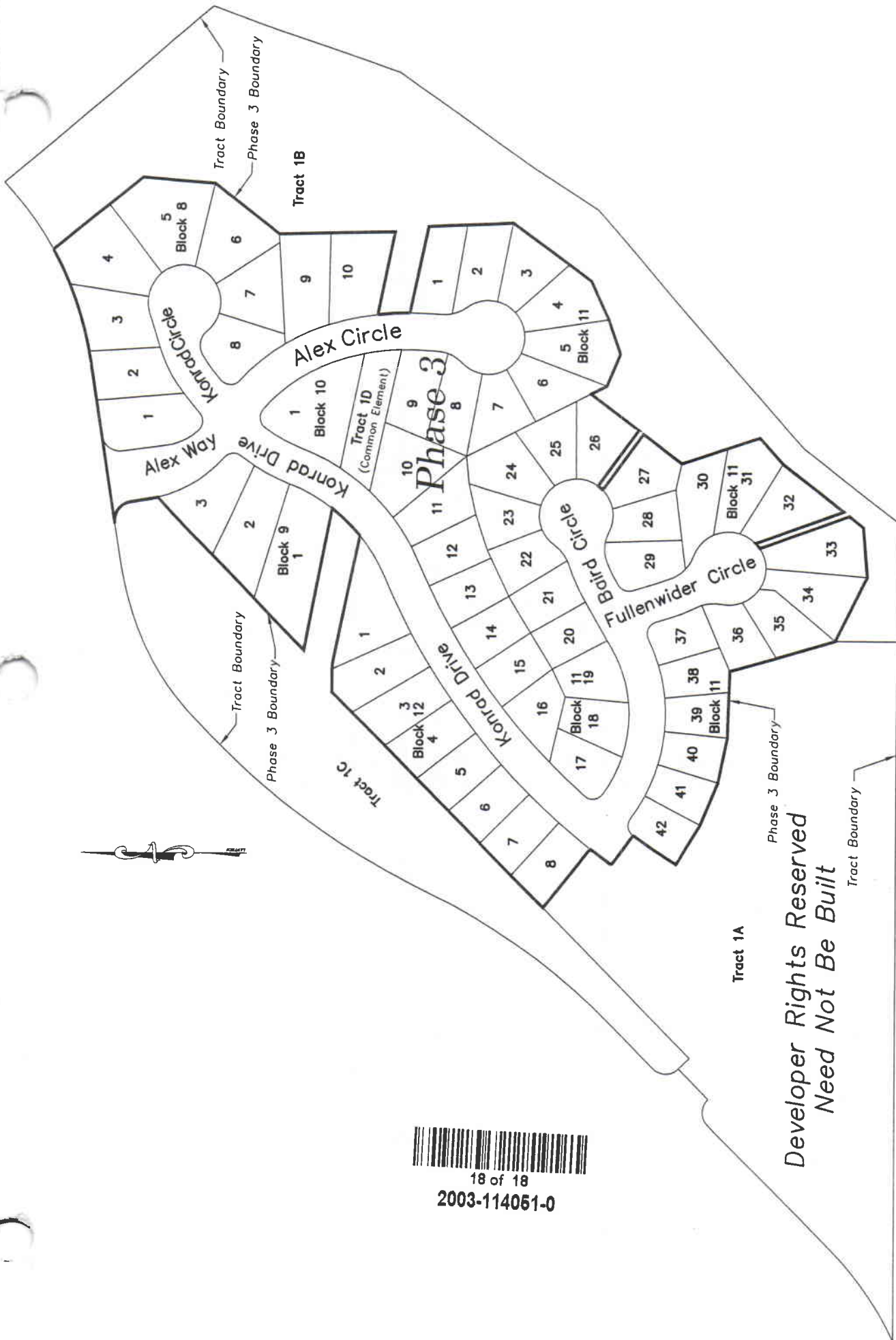
Development Plan For Powder Ridge

(A Planned Community Within The Powder Reserve)

Phase 2



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2003-114051-0

Developer Rights Reserved
Need Not Be Built

Development Plan for Powder Ridge
(A Planned Community Within The Powder Reserve)
Phase 3