

**THIRD AMENDMENT
TO
CONDOMINIUM DECLARATION
FOR
PENNY FLATS CONDOMINIUMS**

KNOW ALL MEN BY THESE PRESENTS:

A. PENNY FLATS, LLC a Colorado limited liability company ("Declarant") executed and caused to be recorded that certain Condominium Declaration for Penny Flats Condominiums, recorded October 24, 2008 at Reception No. 2008-0067128 in the office of the Clerk and Recorder of Larimer County, Colorado (the "Records"), as amended by that certain First Amendment to Condominium Declaration of Penny Flats dated October 29, 2008, and recorded October 31, 2008 as Reception No. 20080068227 in the Records, that certain Technical Amendment to Condominium Declaration for Penny Flats Condominiums recorded February 13, 2009 as Reception No. 20090008710 in the Records, that certain Second Amendment to Condominium Declaration of Penny Flats dated May 20, 2009, and recorded May 21, 2009 as Reception No. 20090032771 in the Records, and that certain Second Technical Amendment to Condominium Declaration for Penny Flats Condominiums (the "Second Technical Amendment") recorded June 11, 2010 as Reception No. 20100033097 in the Records (together, the "Declaration").

B. Concurrently with the recording of the Second Technical Amendment, Declarant recorded that certain Second Amendment to Condominium Map for Penny Flats Condominiums recorded on June 11, 2010 as Reception No. 20100033098 in the Records (the "Map Amendment").

C. Declarant and the Penny Flats Condominium Association, Inc., a Colorado nonprofit corporation (the "Association"), have divided a portion of Lot 1, Penny Flats Subdivision, City of Fort Collins, Colorado Penny Flats Subdivision First Replat recorded November 2, 2010 at reception No. 20100067556 that certain Replat of Lot 1 (the "Replat").

D. Pursuant to Section 15.1 of the Declaration, Declarant and Owners holding at least sixty-seven percent (67%) of the votes in the Association approved the actions referenced below:

E. Pursuant to the Declaration, the Association has the right to grant easements and enter into agreements without the consent of the mortgagees or the Owners.

NOW THEREFORE, the undersigned hereby state and declare as follows:

1. All capitalized terms not otherwise defined herein shall have the meanings set forth in the Declaration.

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2. The Owners holding at least sixty-seven percent (67%) of the votes in the Association hereby:

a. Approve the Replat and authorize the Board to enter into and execute any documents necessary to effectuate the Replat as described above, including any mylars or maps, development agreements with the City of Ft. Collins or other entities necessary to effectuate the intent of the Replat.

b. Approve the Reciprocal Easement and Maintenance Agreement between the Declarant as owner of Lots 1A and 1B recorded November 3, 2010 at reception No. 20100067836 and Amendment recorded November 18, 2010 at reception No. 20100071717, and the Association as the owner of that certain Lot 1 under the Replat, and hereby authorize the execution of such Reciprocal Easement and Maintenance Agreement.

c. Ratify and consent to the terms and conditions of the Second Technical Amendment and the Map Amendment. Specifically, the Owners hereby ratify and consent to the revisions to Exhibits A and B of the Declaration set forth therein.

d. Consent to withdrawal from the real property subject to the Declaration of any real property located within the legal description of Lots 1A and 1B as set forth in the Replat, and authorize the execution by the President or other officer of the Association of any documents necessary to effect the same.

e. Authorize the amendment of the Declaration to reflect the subdivision of the Property as set forth in the Replat, including the amendment as appropriate of the legal descriptions set for therein.

f. Authorize the creation and execution of such further supplements or modifications to the Associations Declaration and Condominium Map as may be reasonably necessary to fulfill the intent expressed herein and in any documents related hereto.

g. Provide the Board the full authority to conduct further negotiations, make modifications and enter into agreements as reasonably necessary to fulfill the intent expressed herein and in the documents referenced herein, including all rights granted to the Board and the officers of the Association under that certain Ballot dated July 23, 2010.

3. To reflect the Replat, Exhibit A to the Declaration is hereby revised to read as follows:

EXHIBIT A - REAL ESTATE

Lot 1 and Tract A, except Lots 1A and 1B Penny Flats First Replat, Penny Flats Subdivision, City of Fort Collins, Colorado.

4. To reflect the Replat, Exhibit B to the Declaration is hereby revised to read as follows:

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EXHIBIT B

EXPANSION PROPERTY

Penny Flats First Re Plat

Lots 1A, 1B, 2 and 3, Penny Flats Subdivision, City of Fort Collins,
Colorado. *^ and Lots*

5. As amended hereby, the Declaration is hereby ratified and confirmed in its entirety.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

DECLARANT:

PENNY FLATS, LLC
a Colorado limited liability company

By: _____

[Signature]
John A. Koval, Manager

PENNY FLATS CONDOMINIUM
ASSOCIATION, INC., a Colorado nonprofit
corporation

By: _____

[Signature]
John A. Koval, President

I hereby certify that Owners holding at least sixty-seven percent (67%) of the votes in the Association have approved this amendment

By: _____


[Signature]
Amy Artzer, Secretary

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

The foregoing instrument was acknowledged before me this 11th day of January, 2011 by John A. Koval as Manager of Penny Flats, LLC, a Colorado limited liability company

Witness my hand and official seal:

My commission expires: 6/27/2012



Whitney Gale Johnston

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

The foregoing instrument was acknowledged before me this 11th day of January, 2011 by John A. Koval as President and Amy Artzer as Secretary of Penny Flats Condominium Association, Inc., a Colorado nonprofit corporation.

Witness my hand and official seal:

My commission expires: 6/27/2012


Whitney Gale Johnston