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SCOTT DOYLE, RECORDER, LARIMER COUNTY CO
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PAGES - 10 FEE \$51.00 DOC \$0.00

**FIRST AMENDMENT
TO
DECLARATION OF PROTECTIVE COVENANTS
FOR
HIGHLAND MEADOWS COMMUNITY RESOURCE PARK**

THIS FIRST AMENDMENT TO THE DECLARATION OF PROTECTIVE COVENANTS FOR HIGHLAND MEADOWS COMMUNITY RESOURCE PARK is made and entered into this 11 day of August, 2003, among WINDSOR HIGHLANDS 280, LLC, a Colorado limited liability company ("the Declarant"); and HIGHLAND PATIOS LLC, a Colorado limited liability company; GIRL SCOUTS – MOUNTAIN PRAIRIE COUNCIL, a non-profit Colorado corporation; L.A.F., LLC, a Colorado limited liability company; ALLEN T. MATSUDA; WINDSOR ICE HOUSE, LLC, a Colorado limited liability company; and the TOWN OF WINDSOR, COLORADO (collectively referred to herein as "the Owners").

ARTICLE I. RECITALS

Section 1: The Declaration of Protective Covenants for Highland Meadows Community Resource Park dated May 18, 1998 was recorded May 26, 1998 at Reception Number 98043234 of the Larimer County, Colorado Records ("the Declaration").

Section 2: The Owners are the owners of all of the real property described on Exhibit A attached to the Declaration ("the Property").

Section 3: The Declaration makes reference to "Common Areas" within the Property and includes provisions for the maintenance of Common Areas and the assessment of the Owners for the cost of such maintenance. The Property as platted does not include any Common Areas.

Section 4: The Declaration provides for the creation of an Association to maintain the Common Areas and also to maintain the landscaping on each of the individual Lots. The Owners would prefer that each Owner maintain the landscaping on such Owner's Lot.

Section 5: Article XII, Section 3 of the Declaration provides that the Declaration may be amended in whole or in part by the then-owners of two-thirds or more of the Owner's Membership Interest and their respective first mortgagees.

RETURN TO:

HILLSIDE COMMERCIAL GROUP, INC.¹
P.O. BOX 272730
FT. COLLINS, CO. 80527

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Section 6: The Owners are the Owners of more than two-thirds of the Membership Interests as set forth on Exhibit B attached to the Declaration. The Owners desire to amend the Declaration.

NOW, THEREFORE, the Owners hereby publish and declare that the Property shall be held, sold, conveyed, transferred, leased, subleased, and occupied subject to all of the terms, covenants, conditions, and provisions of the Declaration as hereinafter amended and modified:

ARTICLE II. AMENDMENT

Section 1: Articles VII, IX, X, XI, and Exhibit B of the Declaration are hereby deleted in their entirety.

Section 2: Exhibit A attached to the Declaration shall be and is hereby amended to include only the following-described Property:

Lots 1-6, both inclusive, Block 11, Corrected Highland Meadows Subdivision Third Filing; and Tract A Highland Meadows Subdivision First Filing, Town of Windsor, County of Larimer, State of Colorado.

Section 3: Article VIII, Section 2 of the Declaration is hereby amended and restated in its entirety as follows:

Section 4: Voting. The owner of each Lot shall be entitled to cast the following number of votes on all matters submitted to the membership for approval:

<u>Lot Number</u>	<u>Number of Votes</u>
Lot 1	12.144
Lot 2	12.144
Lot 3	12.144
Lot 4	12.144
Lot 5	12.144
Lot 6	3.57
Tract A	35.71

Section 5: Except as expressly amended or modified herein, all other terms and provisions of the Declaration shall remain the same and are ratified and affirmed by the parties hereto.

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Section 6: This First Amendment may be executed in any number of counterpart copies and the original signature from each counterpart copy may be removed therefrom and attached to one document to be recorded in the office of the Clerk and Recorder of Larimer County Colorado, Colorado.

IN WITNESS WHEREOF, the Owners have executed the signature pages attached hereto and incorporated herein by reference.

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**SIGNATURE PAGE
 ATTACHED TO AND INCORPORATED IN
 FIRST AMENDMENT
 TO
 DECLARATION OF PROTECTIVE COVENANTS
 FOR
 HIGHLAND MEADOWS COMMUNITY RESOURCE PARK**

The undersigned, being one of the Owners or mortgagees of a portion of property described on Exhibit A attached to the Declaration of Protective Covenants for Highland Meadows Community Resource Park recorded May 26, 1998 at Reception Number 98043234 of the Larimer County, Colorado Records hereby consents and agrees to the First Amendment to said Declaration.

Lots 1 and 2:

HIGHLAND PATIOS, LLC, a Colorado limited liability company.

By: Hillside Commercial Group, Inc.
 BY: Jon A. Turner ^{California Corporation} _{as Manager/Member}
 (Signature)
Manager/Member
 (Title) President

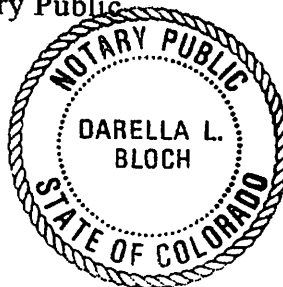
STATE OF COLORADO)
 COUNTY OF Weld) ss.

dw The foregoing instrument was acknowledged before me this 31st day of July, 2003, by Jon A. Turner, as President of ~~of~~ Highland Patios, LLC, a Colorado limited liability company.
 **

Witness my hand and official seal.

My commission expires: 11-15-05

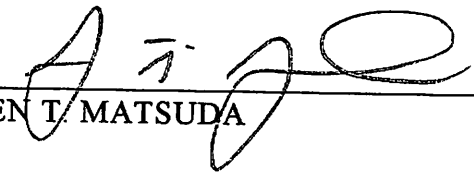
* Hillside Commercial Group, Inc., a California Corporation
as manager/member of **
Darella L. Bloch
 Notary Public



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 FOR
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The undersigned, being one of the Owners or mortgagees of a portion of property described on Exhibit A attached to the Declaration of Protective Covenants for Highland Meadows Community Resource Park recorded May 26, 1998 at Reception Number 98043234 of the Larimer County, Colorado Records hereby consents and agrees to the First Amendment to said Declaration.

Lots 5 and 6:



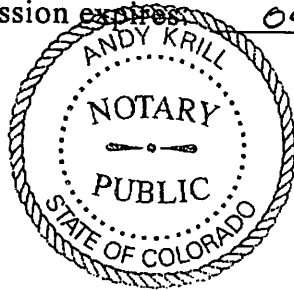
 ALLEN T. MATSUDA

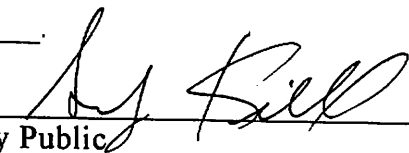
STATE OF COLORADO)
) ss.
 COUNTY OF LARIMER)

The foregoing instrument was acknowledged before me this 30th day of July, 2003, by ALLEN T. MATSUDA.

Witness my hand and official seal.

My commission expires 04/07/06.





 Notary Public

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**SIGNATURE PAGE
ATTACHED TO AND INCORPORATED IN
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DECLARATION OF PROTECTIVE COVENANTS
FOR
HIGHLAND MEADOWS COMMUNITY RESOURCE PARK**

The undersigned, being one of the Owners or mortgagees of a portion of property described on Exhibit A attached to the Declaration of Protective Covenants for Highland Meadows Community Resource Park recorded May 26, 1998 at Reception Number 98043234 of the Larimer County, Colorado Records hereby consents and agrees to the First Amendment to said Declaration.

Tract B:

TOWN OF WINDSOR, COLORADO
a Colorado statutory town

BY: W. Wayne Miller
Mayor

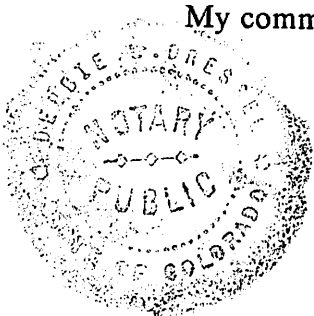
ATTEST: Mary C. Lee
DEPUTY Town Clerk

STATE OF COLORADO)
) ss.
COUNTY OF Weld)

The foregoing instrument was acknowledged before me this 14th day of August, 2003, by W. Wayne Miller Mayor, and Mary C. Lee Deputy Town Clerk of the TOWN OF WINDSOR, COLORADO, a Colorado statutory town.

Witness my hand and official seal.

My commission expires: 3-17-06



D. DeGie
Notary Public