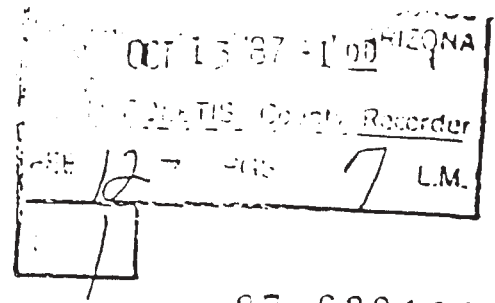


FIDELITY TITLE

WHEN RECORDED MAIL TO:

Barbara L. Hinske
Lancy, Scult & McVey, P.A.
3003 North Central Avenue
Suite 2601
Phoenix, Arizona 85012



87 629100

CERTIFICATE OF FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS,
ASSESSMENTS, CHARGES, SERVITUDES, LIENS, RESERVATIONS
AND EASEMENTS FOR OCOTILLO

The undersigned President and Secretary of The Ocotillo Community Association, an Arizona nonprofit corporation, do hereby certify as follows:

A. Ocotillo West Joint Venture, an Arizona joint venture partnership ("Declarant"), heretofore executed that certain Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Ocotillo dated October 7, 1985 and recorded in the Office of the Recorder of Maricopa County, Arizona, on April 7, 1986, as Instrument No. 86 167478 as supplemented by that certain Supplementary Declaration of Covenants, Conditions and Restrictions for Ocotillo executed by Declarant on November 11, 1986 and recorded on December 16, 1986 in the Office of the Recorder of Maricopa County, Arizona as Instrument No. 86 695210 (collectively, the "Declaration")

B. All captialized terms not expressly defined herein shall have the same meanings as are assigned to such terms in the Declaration.

C. The Declaration provides that it may be amended at an election duly called and held pursuant to the provisions of the Articles and Bylaws by the affirmative vote of Members casting ninety percent (90%) of the votes of each Class of Members, voting either in person or by proxy for the adoption of the Amendment.

D. Members casting all of the votes of each Class of Members at an election duly called and held pursuant to the provisions of the Articles and Bylaws voted affirmatively, either in person or by proxy, for the adoption of the following amendment:

Exhibit "A" to the Declaration is hereby deleted in its entirety and that certain Exhibit "A" attached to and incorporated into this Certificate of First Amendment is hereby substituted therefor and incorporated into the Declaration by this reference. It is acknowledged that the Declaration is hereby terminated and revoked with respect to all of the real property described on Exhibit "A" attached to the

Declaration that is not also described on Exhibit "A" attached to this Certificate of First Amendment.

E. To the extent not inconsistent herewith, all other terms and conditions of the Declaration are confirmed to remain in full force and effect and shall be binding on the real property described on Exhibit "A" attached hereto and all parties having or hereafter acquiring any right, title, or interest therein.

Dated this 2nd day of October, 1987.

THE OCOTILLO COMMUNITY ASSOCIATION, an Arizona non-profit corporation

By: Guy G. Donahue
Its: President

Attest:

By: Stewart Jean
Its: Secretary

STATE OF ARIZONA)
) ss
County of Maricopa)

The foregoing instrument was acknowledged before me this 2nd day of October, 1987, by GUY G. DONAHUE, the President of The Ocotillo Community Association, an Arizona non-profit corporation, on behalf of the Corporation.

Laura S. Beal
Notary Public

My Commission Expires:
4-10-89

STATE OF ARIZONA)
) ss
County of Maricopa)

The foregoing instrument was acknowledged before me this 2nd day of October, 1987, by STEWART JEAN, the Secretary of The Ocotillo Community Association, an Arizona non-profit corporation, on behalf of the Corporation.

Laura S. Beal
Notary Public

My Commission Expires:
4-10-89

EXHIBIT "A"

August 13, 1987

Being a portion of the northwest quarter of Section 16, all of Section 17, portions of Section 18, a portion of the northwest quarter of Section 19, and a portion of the northeast quarter of Section 20, Township 2 South, Range 5 East, G. & S. R. B. & M., Maricopa County, Arizona, more particularly described as follows:

BEGINNING at the northeast corner of said Section 17;
THENCE S89°37'56"E, along the north line of said northwest quarter of Section 16, a distance of 683.44 feet;
THENCE S00°52'20"W, 2643.83 feet to a point on the south line of said northwest quarter of Section 16;
THENCE N89°44'18"W, along the south line of said northwest quarter of Section 16, a distance of 683.45 feet to the east quarter corner of said Section 17;
THENCE S00°56'30"W, along the east line of the Southeast quarter of said Section 17, a distance of 2652.32 feet to the Southeast corner of said Section 17;

THENCE S00°58'25"W, along the east line of the northeast quarter of said Section 20, a distance of 55.01 feet;

THENCE S89°58'44"W, 199.05 feet to a point marking the beginning of a tangent curve, having a radius of 2433.15 feet to the left;

THENCE southwesterly, along the arc of said curve, through a central angle of 09°21'05", having an arc distance of 397.12 feet;

THENCE S80°37'40"W, 800.00 feet to a point marking the beginning of a tangent curve, having a radius of 942.68 feet to the right;

THENCE westerly, along the arc of said curve, through a central angle of 28°43'55", having an arc distance of 472.73 feet;

THENCE N70°38'25"W, 531.69 feet to a point on the south line of said southeast quarter of Section 17;

THENCE S89°58'44"W, along said south line, 332.21 feet to the south quarter corner of said Section 17;

THENCE N89°21'22"W, along the south line of the southwest quarter of said Section 17, a distance of 2643.06 feet to the southeast corner of said Section 18;

THENCE S89°50'56"W, along the south line of the southeast quarter of Section 18, a distance of 2650.18 feet to the south quarter corner of said Section 18;

THENCE N00°10'07"E, 2660.43 feet to a point on the east-west mid-section line of said Section 18;

THENCE N01°45'10"E, 531.99 feet to a point marking the beginning of a tangent curve, having a radius of 125.00 feet to the left;

THENCE northwesterly, along the arc of said curve, through a central angle of $91^{\circ}39'20''$, having an arc distance of 199.96 feet;

THENCE $N89^{\circ}54'10''W$, 1165.69 feet to a point on the east line of G.L.O., Lot 2 of said Section 18;

THENCE $N00^{\circ}58'20''E$, along said east line, 660.74 feet to the northeast corner of said Lot 2;

THENCE $N89^{\circ}53'27''W$, along the north line of said Lot 2, a distance of 66.64 feet;

THENCE $N01^{\circ}20'02''E$, 1321.64 feet to a point on the north line of the northwest quarter of said Section 18;

THENCE $S89^{\circ}52'01''E$, along said north line, 1379.65 feet to the north quarter corner of said Section 18;

THENCE $S89^{\circ}50'51''E$, along the north line of the northeast quarter of said Section 18, a distance of 321.87 feet to a point marking the beginning of a non-tangent curve, the central point of which bears $S17^{\circ}58'41''W$, 1353.29 feet;

THENCE leaving said section line and proceeding easterly, along the arc of said curve, through a central angle of $08^{\circ}40'55''$, having an arc distance of 205.06 feet to a point of reverse curvature marking the beginning of a tangent curve, the central point of which bears $N26^{\circ}39'37''E$, 100,000 feet;

THENCE southeasterly, along the arc of said curve, through a central angle of $00^{\circ}01'43''$, having an arc distance of 49.92 feet to a point of reverse curvature marking the beginning of a tangent curve, the central point of which bears $S26^{\circ}37'54''W$, 1160.00 feet;

THENCE southeasterly, along the arc of said curve, through a central angle of $14^{\circ}40'10''$, having an arc distance of 297.00 feet to a point of reverse curvature marking the beginning of a tangent curve, the central point of which bears $N41^{\circ}18'04''E$, 300.00 feet;

THENCE easterly, along the arc of said curve, through a central angle of $72^{\circ}49'43''$, having an arc distance of 381.33 feet to a point of reverse curvature marking the beginning of a tangent curve, the central point of which bears $S31^{\circ}31'39''E$, 1260.00 feet;

THENCE northeasterly, along the arc of said curve, through a central angle of $09^{\circ}15'56''$, having an arc distance of 203.76 feet to a point of reverse curvature marking the beginning of a tangent curve, the central point of which bears $N22^{\circ}15'44''W$, 807.55 feet;

THENCE northeasterly, along the arc of said curve, through a central angle of $03^{\circ}25'38''$, having an arc distance of 48.30 feet to a point of reverse curvature marking the beginning of a tangent curve, the central point of which bears $S25^{\circ}41'21''E$, 2465.00 feet;

THENCE northeasterly, along the arc of said curve, through a central angle of $12^{\circ}39'17''$, having an arc distance of 544.43 feet to a point on said north line of the northeast quarter of Section 18;

THENCE $S89^{\circ}50'51''E$, along said north line, 747.37 feet to the northwest corner of said Section 17;

THENCE S89°46'26"E, along the north line of the northwest quarter of said Section 17, a distance of 2647.77 feet to the north quarter corner of said Section 17;

THENCE S89°48'03"E, along the north line of the northeast quarter of said Section 17, a distance of 2682.87 feet to said northeast corner of Section 17 and the POINT OF BEGINNING.

Comprising 1055.547 Acres, more or less, subject to all easements of record.

ALSO INCLUDING THE FOLLOWING DESCRIBED PARCEL:

COMMENCING at aforementioned south quarter corner of Section 18;
THENCE N89°41'05"W, along the south line of the southwest quarter of Section 18, a distance of 30.29 feet;
THENCE S00°18'55"W, 20.00 feet to the TRUE POINT OF BEGINNING;
THENCE continue S00°18'55"W, 250.00 feet;
THENCE N89°41'05"W, 250.00 feet;
THENCE N00°18'55"E, 250.00 feet;
THENCE S89°41'05"E, 250.00 feet to the TRUE POINT OF BEGINNING.

Comprising 1.43480 Acres,
BOTH PARCELS COLLECTIVELY COMPRISING 1056.982 ACRES more or less,
subject to all easements of record.