

STEWART TITLE & TRUST OF PHOENIX
NON-INSURED

When recorded, return to:

Chuparosa Associates, LLC
Ross Brown Partners, Inc.
2999 N. 44th Street, #200
Phoenix, AZ 85018
ATTN: G. Blomquist

8/3 30113

**CERTIFICATE OF
SECOND AMENDMENT TO THE CORRECTED DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS FOR
THE VILLAGES AT QUEEN CREEK HOMEOWNERS ASSOCIATION**

THIS CERTIFICATE OF SECOND AMENDMENT TO THE CORRECTED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR THE VILLAGES AT QUEEN CREEK HOMEOWNERS ASSOCIATION ("Certificate") is made this 7th day of August, 2003, by the undersigned on behalf of The Villages at Queen Creek Homeowners Association, Inc., an Arizona non-profit corporation (the "Master Association").

WHEREAS, Chuparosa Associates, LLC, a Delaware limited liability company ("Declarant"), previously caused to be executed that certain Declaration of Covenants, Conditions and Restrictions for The Villages at Queen Creek Homeowners Association, Inc., recorded in the official records of Maricopa County, Arizona, as Document No. 2001-0718554 (the "Initial Declaration"); and

WHEREAS, the Initial Declaration was amended, superseded and replaced by that certain Corrected Declaration of Covenants, Conditions and Restrictions for The Villages at Queen Creek Homeowners Association, Inc., recorded in the official records of Maricopa County, Arizona, as Document No. 2001-0899398 (the "Corrected Declaration"); and

WHEREAS, the Corrected Declaration was amended by that certain First Amendment to Corrected Declaration of Covenants, Conditions and Restrictions for The Villages at Queen Creek Homeowners Association, Inc., recorded in the official records of Maricopa County, Arizona, as Document No. 2002-0300407 (the "First Amendment"). The Corrected Declaration and First Amendment are referred to hereinafter collectively as the "Master Declaration"; and

WHEREAS, pursuant to Section 12.3 of the Master Declaration, the Master

Declaration may be amended at any time (i) by the affirmative vote or written consent of Owners of not less than two-thirds (2/3) of the votes entitled to be cast by members of the Master Association, and (ii) so long as Declarant owns any Lot or any part of the Additional Property subject to the Master Declaration, with the written approval of Declarant.

NOW, THEREFORE, the undersigned hereby certifies that Owners of at least two-thirds (2/3) of the votes entitled to be cast by members of the Master Association voted by written consent in lieu of a meeting to amend the Master Declaration by deleting in its entirety Section 2.2 of the Master Declaration.

FURTHER, by its attached signed consent, Declarant hereby consents to the foregoing amendment of the Master Declaration.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date indicated above.

The Villages at Queen Creek Homeowners Association, Inc., an Arizona non-profit corporation

By: [Signature]
M. Joe Bayer, its President

ATTEST
[Signature]
Wilford M. Farnsworth, III, its Secretary

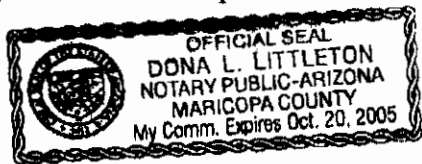
STATE OF ARIZONA

County of Maricopa

The foregoing instrument was acknowledged before me this 7th day of August 2003, by M. Joe Bayer, the President of The Villages at Queen Creek Homeowners Association, Inc., an Arizona non-profit corporation, on behalf of the corporation.

[Signature]
Notary Public

My commission expires:



STATE OF ARIZONA

County of Maricopa

The foregoing instrument was acknowledged before me this 7th day of August 2003, by Wilford Farnsworth, III, the Secretary of The Villages at Queen Creek Homeowners Association, Inc., an Arizona non-profit corporation, on behalf of the corporation.

Dona L. Littleton
Notary Public

My commission expires:



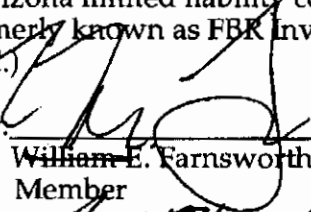
CONSENT


The undersigned, as "Declarant", hereby consents to the foregoing amendment of the Master Declaration.

Chuparosa Associates, L.L.C.,
a Delaware limited liability company

By: MainSpring Capital II, L.L.C.,
an Arizona limited liability company (formerly
known as PDC Associates, L.L.C.), a Member

By: MainSpring Capital, L.L.C.,
an Arizona limited liability company
(formerly known as FBR Investments,
L.L.C.)

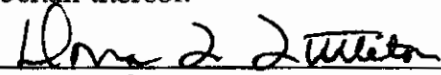
By: 
W.E.F. William E. Farnsworth, III
Member

By: 
Gerald Blomquist,
Member

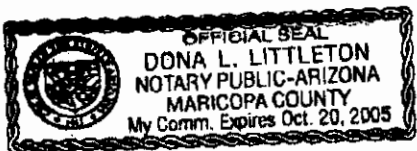
STATE OF ARIZONA

County of Maricopa

The foregoing instrument was acknowledged before me this 7th day of August, 2003, by Wilford Farnsworth, III, as a Member of MainSpring Capital II, LLC, an Arizona limited liability company, as a Member of Chuparosa Associates, LLC, a Delaware limited liability company, on behalf thereof.


Notary public

My commission expires:



STATE OF ARIZONA

County of Maricopa

The foregoing instrument was acknowledged before me this 7th day of August 2003, by Gerald Blomquist, as a Member of MainSpring Captial, LLC, an Arizona limited liability company, as a Member of Chuparosa Associates, LLC, a Delaware limited liability company, on behalf thereof.

Donna L. Littleton
Notary Public

My commission expires:

