

When recorded, return to:

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



OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL
2005-0295433 03/10/05 12:46
6 OF 6

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

THIS CERTIFICATE OF FOURTH AMENDMENT TO CORRECTED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR THE VILLAGES AT QUEEN CREEK HOMEOWNERS ASSOCIATION ("Certificate" or "Fourth Amendment") is made this 24th day of December, 2004 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WHEREAS, the Initial Declaration was amended, superseded and replaced by that certain Corrected Declaration of Covenants, Conditions and Restrictions for The Villages at Queen Creek Homeowners Association, Inc.,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"); and the Corrected Declaration also was amended by that certain Certificate of Second Amendment to Corrected Declaration of Covenants, Conditions and Restrictions for The Villages at Queen Creek Homeowners Association, recorded in the official records of Maricopa County, Arizona as Document No. 2003-1172546 (the "Second Amendment"); and the Corrected Declaration also was amended by that certain Certificate of third Amendment to Corrected Declaration of Covenants, Conditions and Restrictions for The Villages at Queen Creek Homeowners Association, recorded in the official records of Maricopa County, Arizona as Document No. 2003-1236695. The Corrected Declaration and First Amendment and Second Amendment

and Third 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 to amend the Master Declaration as provided herein.


FURTHER, by its signature below, Declarant hereby consents to amend the Master Declaration as provided herein.

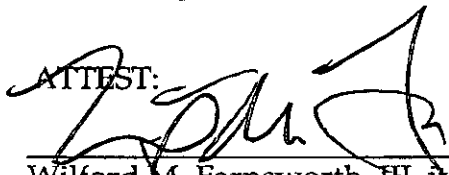
1. Exhibit A of the Master Declaration, being a legal description of the Property, is deleted in its entirety and a new Exhibit A, in the form attached hereto, is substituted in its stead.

2. Except as expressly modified herein, the Master Declaration is ratified and reaffirmed and remains in full force and effect. In the event of any conflict between the Master Declaration and this Fourth Amendment, this Fourth Amendment shall govern.

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: 
M. Joe Bayer, its President

ATTEST: 
Wilford M. Farnsworth, III, its Secretary

STATE OF ARIZONA

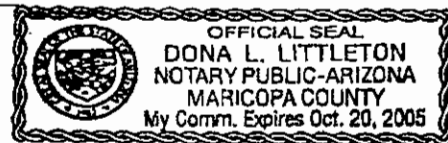
County of Maricopa

The foregoing instrument was acknowledged before me this 27th day of December, 2004 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.

Donna L Littleton
Notary Public

My commission expires: October 20, 2005



STATE OF ARIZONA

County of Maricopa

The foregoing instrument was acknowledged before me this 27th day of December 2004, 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.

Donna L Littleton
Notary Public

My commission expires: October 20, 2005



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: [Signature]
Wilford E. Farnsworth, III
Member

By: *Gerald Blomquist*
Gerald Blomquist,
Member

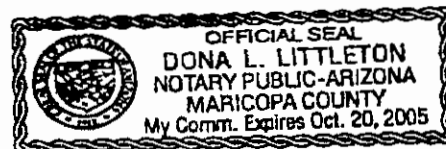
STATE OF ARIZONA

County of Maricopa

The foregoing instrument was acknowledged before me this 27th day of December, 2004, 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.

Dona L. Littleton
Notary public

My commission expires: October 29, 2005



STATE OF ARIZONA

County of Maricopa

The foregoing instrument was acknowledged before me this 27th day of December 2004, by Gerald Blomquist, as a Member of MainSpring Capital, LLC, an Arizona limited liability company, as a Member of Chuparosa Associates, LLC, a Delaware limited liability company, on behalf thereof.

Dona L. Littleton
Notary Public

My commission expires:
October 20, 2005

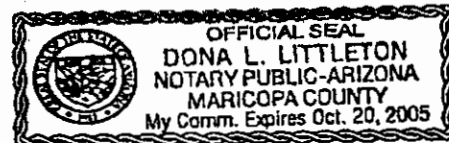


EXHIBIT A
Legal Description
for
The Villages at Queen Creek
Covenants, Conditions, and Restrictions



Job No. 04-018

December 14, 2004

Park 1, Park 2 and Park 3 of The Villages at Queen Creek as defined in Book 551, Page 23, records of Maricopa County, Arizona; together with

Tracts A through N, inclusive, Tracts P through R, inclusive, Tract R1, Tracts S through W, inclusive, and Tract W1 of The Villages at Queen Creek as defined in Book 551, Page 23, records of Maricopa County, Arizona; together with

Parcel 2, The Villages at Queen Creek, as defined in Book 551, Page 23, records of Maricopa County, Arizona; together with

Parcel 23, The Villages at Queen Creek as defined in Book 551, Page 23, records of Maricopa County, Arizona, EXCEPT BEGINNING at a point on a line common to Parcel 22 and Parcel 23, as per said Villages at Queen Creek lying S38°27'18"E at a distance of 71.09 feet from a common corner of said Parcel 22, Parcel 23 and on a Easterly line of Tract W1; thence N50°54'01"E for a distance of 89.68 feet; thence S34°31'39"E for a distance of 192.05 feet; thence N89°45'08"E for a distance of 194.74 feet to a point on a line common to Parcel 23 and Parcel 27 as per said Villages at Queen Creek; thence along said common line S34°32'42"W for a distance of 384.13 feet to a common corner of Parcel 23 and Parcel 27 per said Villages at Queen Creek; thence along the common line of Parcel 23 and Parcel 27, N61°27'18"W for a distance of 177.37 feet to a common corner of Parcel 22, Parcel 23 and Parcel 27 per said Villages at Queen Creek; thence along a line common to Parcel 22 and Parcel 23, N28°32'42"E for a distance of 225.00 feet to a common corner of Parcel 22 and Parcel 23 per said Villages at Queen Creek; thence along a line common to Parcel 22 and Parcel 23, N38°27'18"W for a distance of 172.15 feet to the Point of Beginning;

Together with

That portion of Parcel 27, The Villages at Queen Creek as defined in Book 551, Page 23, records of Maricopa County, Arizona, described as follows:

BEGINNING at a corner common to Tract T and Parcel 27 as shown on said Villages at Queen Creek; thence along a Northerly line of said Parcel 27, S53°27'18"E for a distance of 187.14 feet; thence departing said Northerly line, S48°42'46"W for a distance of 283.12 feet; thence N35°31'16"W for a distance of 117.50 feet; thence S89°45'08"W for a distance of 8.84 feet to a point on a line common to Parcel 23 and Parcel 27 per said Villages at Queen Creek; thence along said common line, N34°32'42"E for a distance of 246.02 feet to the POINT OF BEGINNING; together with

All lots, tracts and parcels defined by the following:

Rancho del Rey-Phase I, as defined in Book 260, Page 8, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 1, as defined in Book 589, Page 23, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 4A, as defined in Book 574, Page 8, records of Maricopa County, Arizona; together with

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Tel (480) 503-2250 • Fax (480) 503-2258

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The Villages at Queen Creek Parcel 4B, as defined in Book 574, Page 9, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 5, as defined in Book 575, Page 50, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 6A, as defined in Book 576, Page 1, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 6B/19, as defined in Book 576, Page 2, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 7, as defined in Book 578, Page 22, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 8, as defined in Book 569, Page 28, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 9, as defined in Book 576, Page 3, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Phase 2A Parcel 10, as defined in Book 608, Page 20, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 11A, as defined in Book 608, Page 22, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Phase 2A Parcel 11B, as defined in Book 608, Page 23, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 12, as defined in Book 630, Page 40, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 13, as defined in Book 630, Page 38, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 14, as defined in Book 671, Page 16, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 15, as defined in Book 651, Page 29, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 16, as defined in Book 651, Page 30, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 17, as defined in Book 696, Page 5, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 18, as defined in Book 696, Page 6, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Parcel 21, as defined in Book 578, Page 28, records of Maricopa County, Arizona; together with

The Villages at Queen Creek Phase II, as defined in Book 718, Page 7, records of Maricopa County, Arizona.