

**COURTESY RECORDING
NO TITLE LIABILITY**

FIRST AMERICAN TITLE

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
20061870319 12/09/2005 17:00
1404-5-1-1-
ELECTRONIC RECORDING

1/1
1404

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

THIS CERTIFICATE OF FIFTH AMENDMENT TO CORRECTED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR THE VILLAGES AT QUEEN CREEK HOMEOWNERS ASSOCIATION ("Certificate" or "Fourth Amendment") is made this 7TH day of DECEMBER, 2005, 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WHEREAS, the Initial Declaration was amended, superseded and replaced by that certain Corrected Declaration of Covenants, Conditions and Restrictions for The Villages at Queen Creek Homeowners Association, Inc.,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; and the Corrected Declaration also was amended by that certain Certificate of Fourth Amendment to Corrected Declaration of Covenants, Conditions and Restrictions for The Villages of Queen Creek Homeowners Association, recorded in the official records of Maricopa County, Arizona as Document No. 2005-0295433 ("Fourth

Amendment"). The Corrected Declaration and First Amendment and Second Amendment and Third Amendment and Fourth 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.

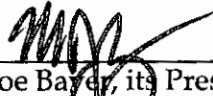
1. Section 8.3 is amended and supplemented by adding a new Subsection 8.3.1, to read as follows:

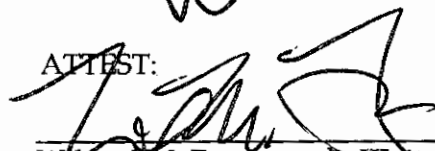
8.3.1 Parcel 2 Special Service Area Assessment. A Parcel 2 Special Service Area Assessment shall be levied against the Owners of all Lots and Parcels in Parcel 2 of the Property to cover the cost of maintaining private streets within Parcel 2 and any insurance costs particular to Parcel 2 because of its private streets. The Parcel 2 Special Service Area Assessment shall be in an amount set by the Board in accordance with the provisions of Section 8.3 hereof.

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 Fifth Amendment, this Fifth 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:

Whiford M. Farnsworth, III, its Secretary

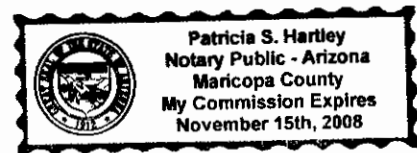
STATE OF ARIZONA

County of Maricopa

The foregoing instrument was acknowledged before me this 8th day of December, 2005, 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.

Patricia S. Hartley
Notary Public

My commission expires: ~~11-8-2008~~
11-15-2008



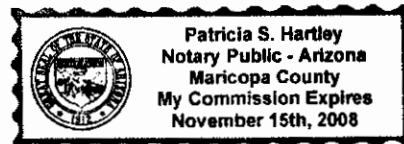
STATE OF ARIZONA

County of Maricopa

The foregoing instrument was acknowledged before me this 8th day of December 2005, by Wilford M. Farnsworth, III, the Secretary of The Villages at Queen Creek Homeowners Association, Inc., an Arizona non-profit corporation, on behalf of the corporation.

Patricia S. Hartley
Notary Public

My commission expires:
11-15-2008



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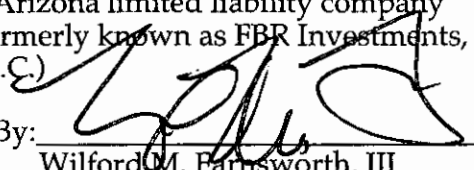
CONSENT

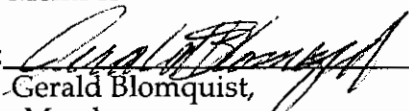
The undersigned, as "Declarant", hereby consents to the foregoing amendment of the Master Declaration.

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.)

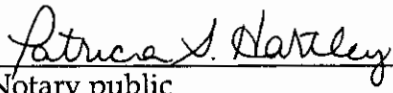
By: 
Wilford M. Farnsworth, III
Member

By: 
Gerald Blomquist,
Member

STATE OF ARIZONA

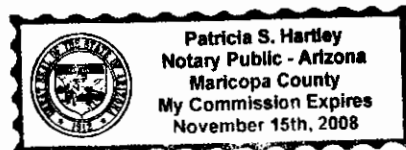
County of Maricopa

The foregoing instrument was acknowledged before me this 8th day of December, 2005, by Wilford M. 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:

11-15-2008



STATE OF ARIZONA

County of Maricopa

The foregoing instrument was acknowledged before me this 8th day of December 20 08, 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.

Patricia S. Hartley
Notary Public

My commission expires: 11-15-2008

