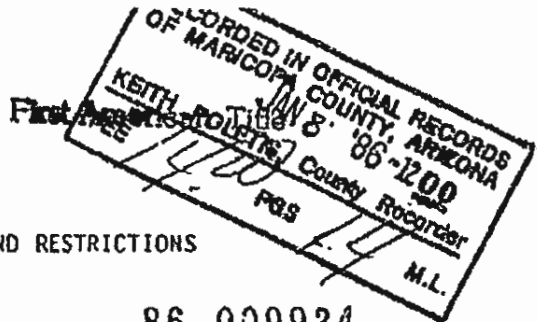


092.001.016.A

WHEN RECORDED RETURN TO: MOD RSTR (DF)
Streich, Lang, Weeks, & Cardon
2100 First Interstate Bank Plaza
Phoenix, AZ 85001

FIRST AMENDMENT
TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

SEAWYNDS



86 009924

THIS FIRST AMENDMENT is made on the day hereinafter set forth by GLOBAL VILLAGE CORPORATION, an Arizona corporation, hereinafter referred to as "Declarant."

WHEREAS, Declarant executed and recorded that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration"), dated October 29, 1985 and recorded in the Official Records of Maricopa County, Arizona on November 7, 1985 as Document No. 85 532239, which Declaration created covenants, conditions and restrictions affecting that certain real property located in Maricopa County, Arizona described on Exhibit "A" attached hereto and by this reference incorporated herein and potentially affecting, through a right of annexation, that certain real property located in Maricopa County, Arizona described on Exhibits "A-2" through "A-5" attached hereto and by this reference incorporated herein; and

WHEREAS, it is the desire of Declarant to amend the Declaration; and

WHEREAS, Article XIV of the Declaration permits amendment of the Declaration during the first twenty (20) year period by recordation of an instrument containing the signatures of ninety percent (90%) of the Owners of Lots and, if the Class B membership then exists, containing the signature of Declarant; and

WHEREAS, Declarant is the Owner of all of the Lots in the Development;

NOW, THEREFORE, pursuant to the amendment rights as set forth in the Declaration and referenced above, Declarant does hereby amend the Declaration as follows:

1. A new Section, Section 3A, is added to Article IV as follows:

Section 3A. Patios Located on the Common Area. There are hereby created exclusive use easements over, under and across those portions of the Common Area on which are constructed by Declarant, or its nominee, as a part of the original construction, patios, or portions thereof, intended for the sole use of one Lot, such easements to be in favor of each such Lot and the Owner thereof. By virtue of any such easement, the Owner of any such Lot shall have the right to the exclusive use of such patio, or the portion thereof located on the Common Area, provided, however, that the Owner's use of any such patio, or portion thereof, shall be governed by all of the use, architectural and other covenants, conditions and restrictions set forth in this Declaration and applicable to a patio, or portion thereof, located on a Lot.

Such easement shall be appurtenant to each Owner's ownership of his Lot and cannot be separated from such ownership. Wherever in this Declaration the term patio is used, including without limitation in Article VII of this Declaration concerning maintenance, it shall mean and refer to the patio, or portion thereof, constructed by Declarant, or its nominee, on the Common Area but intended for the sole use of a Lot, as well as the patio, or portion thereof, constructed on a Lot.

2. The second sentence of the second paragraph of Section 1 of Article VII is amended to read as follows:

Such exterior maintenance shall include maintenance of the landscaping, if any, installed by Declarant or the Association in the front yard portion and any other yard area of each Lot, but shall not include maintenance of any landscaping located on patios and balconies, maintenance of glass surfaces or maintenance of the interior surfaces of patio walls.

3. The first sentence of Section 2 of Article VII is amended to read as follows:

Except for those items for which the duty to maintain or repair is imposed on the Association in accordance with Section 1 of this Article, all fixtures and equipment (including heating and air conditioning units) installed within a Unit or a Lot, including without limitation on a patio or balcony, all windows which are a part of any Unit, all interior surfaces, including without limitation the interior surfaces of patio walls, and all landscaping on patios and balconies shall be maintained and kept in repair by the Owner thereof at his sole cost and expense except that the Association shall have the right to promulgate reasonable rules and regulations as aforesaid, and the Association shall have the right at any time to maintain and repair utility lines, pipes, wires, conduits, or similar systems or facilities up to the point where they enter the exterior walls of a Unit.

4. Section 1 of Article VIII is amended to read as follows:

Section 1. General Rules of Law to Apply. Each wall built as a part of the original construction of the Units upon the Property and placed on the dividing line between the Lots shall constitute a party wall. In addition, each wall built as a part of the original construction and constituting a portion of a patio constructed by Declarant, or its nominee, on the Common Area but intended for the sole use of one Lot in accordance with the provisions of Section 3A of Article IV shall constitute a party wall to the extent that each such wall is placed on a line constituting the extension onto the Common Area of the dividing line between the Lots. To the extent not inconsistent with the provisions of this Article,

the general rules of law regarding party walls and liability for property damage due to negligence or willful acts or omissions shall apply thereto.

5. Except as amended hereby, all provisions, terms and conditions of the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant executed this Amendment as of the 6th day of January, 1986.

GLOBAL VILLAGE CORPORATION, an Arizona corporation

By *Daniel R. Lewis*
Its *President*

DECLARANT AND OWNER OF ALL LOTS

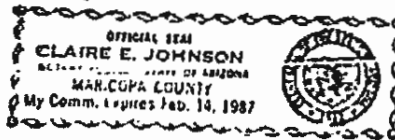
STATE OF ARIZONA }
County of Maricopa } ss.

The foregoing instrument was acknowledged before me this 6th day of January, 1986, by *Daniel R. Lewis*, the *President* of GLOBAL VILLAGE CORPORATION, an Arizona corporation, on behalf of said corporation.

Claire Johnson
Notary Public

My commission expires:

3-14-87



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CONSENT OF
THE ISLANDS COMMUNITY ASSOCIATION

This First Amendment to Declaration of Covenants, Conditions and Restrictions was approved by the Board of Directors of The Islands Community Association, an Arizona nonprofit corporation, this 7 day of January, 1986.

THE ISLANDS COMMUNITY ASSOCIATION,
an Arizona nonprofit corporation

By Mark A. Vogt
Its President

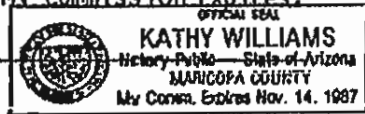
By Sue E. Graham
Its Secretary

STATE OF ARIZONA)
County of Maricopa) ss.

The foregoing instrument was acknowledged before me this 7th day of January, 1986, by MARK A. VOGT, and SUE E. GRAHAM, the President and Secretary, respectively, of THE ISLANDS COMMUNITY ASSOCIATION, an Arizona corporation, on behalf of said corporation.

Kathy Williams
Notary Public

My commission expires:



LENDER'S CONSENT

SOUTHWEST SAVINGS AND LOAN ASSOCIATION, an Arizona corporation, as Beneficiary under that Deed of Trust recorded January 8, 1985 in Document No. 85-9965, Official Records of Maricopa County, Arizona, hereby ratifies and consents to all the terms and provisions of the foregoing First Amendment to Declaration of Covenants, Conditions and Restrictions.

Dated this 6th day of January, 1986.

SOUTHWEST SAVINGS AND LOAN ASSOCIATION, an Arizona corporation

By Mel C. Reese III
Its SRVP

STATE OF ARIZONA }
County of Maricopa } ss.

On this the 6th day of January, 1986, before me, the undersigned Notary Public, personally appeared Mel C. Reese III, the Senior Vice President of SOUTHWEST SAVINGS AND LOAN ASSOCIATION, an Arizona corporation, and acknowledged that he as such officer being authorized so to do, executed the foregoing instrument on behalf of the corporation for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.

Jessie J. Irego
Notary Public

My commission expires:

10-10-86

EXHIBIT "A"

Lots 1 and 2, 87 through 122, and 139 through 152, all of Tracts "B", "E-1", "E-3", "E-4", "E-5" and "F-1, and those portions of Tracts "A", "C", "D", "E-2", "E-6", and "F-2" located within that part of SEAWYNDS, a subdivision of part of the South half of Section 14, Township 1 South, Range 5 East, Gila & Salt River Base and Meridian, Maricopa County, Arizona, as recorded in Book 286 of Maps at page 28, Office of the County Recorder of Maricopa County, Arizona, more particularly described as follows:

Commencing at the North Quarter corner of said Section 14;

Thence, South 00 degrees 03 minutes 20 seconds West, along the North-South mid-section line of said Section 14, a distance of 2640.92 feet, to the Northwest corner of said subdivision and, the True Point of Beginning;

Thence, North 89 degrees 51 minutes 57 seconds East, along the East-West mid-section line, 190.28 feet;

Thence, South 00 degrees 08 minutes 03 seconds East, 81.00 feet;

Thence, North 89 degrees 51 minutes 57 seconds East, 118.07 feet, to the beginning of a tangent curve of 114.00 foot radius concave Southerly;

Thence, Easterly, along said curve, through a central angle of 19 degrees 51 minutes 49 seconds, a distance of 39.52 feet, to the beginning of a reverse curve of 40.00 foot radius concave Northerly;

Thence, Easterly, along said curve, through a central angle of 47 degrees, 33 minutes 16 seconds, a distance of 33.20 feet to the beginning of a reverse curve of 40.00 foot radius concave Southerly;

Thence, Easterly, along said curve, through a central angle of 45 degrees 33 minutes 38 seconds, a distance of 31.81 feet;

Thence, South 17 degrees 44 minutes 09 seconds West, 40.00 feet;

Thence, South 06 degrees 08 minutes 07 seconds West, 58.69 feet;

Thence, South 09 degrees 32 minutes 39 seconds East, 54.52 feet;

Thence, South 75 degrees 43 minutes 16 seconds West, 21.68 feet;

Thence, South 61 degrees 20 minutes 14 seconds West, 36.70 feet;

Thence, South 01 degrees 51 minutes 35 seconds West, 57.73 feet to the beginning of a 572.01 foot radius non-tangent curve whose center bears South 00 degrees 17 minutes 45 seconds East;

Thence, Easterly, along said curve, through a central angle of 01 degrees 12 minutes 30 seconds, a distance of 12.06 feet;

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Thence, South 06 degrees 29 minutes 28 seconds East, 66.20 feet;

Thence, South 26 degrees 53 minutes 08 seconds West, 10.86 feet;

Thence, South 23 degrees 08 minutes 25 seconds East, 58.08 feet;

Thence, South 05 degrees 13 minutes 50 seconds East, 25.25 feet;

Thence, South 01 degrees 51 minutes 35 seconds West, 48.89 feet to a point on a line which is parallel to and 33.00 feet Northerly, as measured at right angles from the monument line of South Islands Drive East;

Thence, North 88 degrees 08 minutes 25 seconds West, along the said parallel line, 201.94 feet, to the beginning of a tangent curve of 767.00 foot radius concave Northeasterly;

Thence, Northwesterly, along said curve, through a central angle of 16 degrees 43 minutes 17 seconds, a distance of 223.84 feet;

Thence, North 04 degrees 20 minutes 17 seconds East, 511.09 feet, to the True Point of Beginning.

EXHIBIT "A-2"

Lots 27 through 40 and 123 through 138, and those portions of Tracts "A", "C", "E-2" and "E-10" located within that part of SEAWYNDS, a subdivision of part of the South half of Section 14, Township 1 South, Range 5 East, Gila & Salt River Base and Meridian, Maricopa County, Arizona, as recorded in Book 286 of Maps at page 28, Office of the County Recorder of Maricopa County, Arizona, more particularly described as follows:

Commencing at the North Quarter corner of said Section 14;

Thence, South 00 degrees 03 minutes 20 seconds West, along the North-South mid-section line of said Section 14, a distance of 2640.92 feet, to the Northwest corner of said subdivision;

Thence, North 89 degrees 51 minutes 57 seconds East, along the East-West mid-section line of said Section 14 and the North line of said subdivision, a distance of 190.28 feet, to the True Point of Beginning;

Thence continuing North 89 degrees 51 minutes 57 seconds East, 483.78 feet;

Thence, South 00 degrees 08 minutes 03 seconds East, 90.26 feet, to the beginning of a 40.00 foot radius non-tangential curve concave to the North whose center bears North 12 degrees 38 minutes 29 seconds West;

Thence, Easterly, along said curve, through a central angle of 10 degrees 27 minutes 36 seconds, a distance of 7.30 feet, to the beginning of a reverse curve of 114.00 foot radius concave Southeasterly;

Thence, Northeasterly, along said curve, through a central angle of 22 degrees 58 minutes 03 seconds, a distance of 45.70 feet;

Thence, North 89 degrees 51 minutes 57 seconds East, 31.15 feet;

Thence, South 00 degrees 08 minutes 03 seconds East, 194.67 feet;

Thence, South 89 degrees 51 minutes 57 seconds West, 70.08 feet;

Thence, South 85 degrees 34 minutes 13 seconds West, 6.06 feet;

Thence, South 78 degrees 48 minutes 34 seconds West, 58.08 feet;

Thence, South 86 degrees 01 minutes 56 seconds West, 123.79 feet;

Thence, North 53 degrees 40 minutes 26 seconds West, 34.46 feet;

Thence, North 68 degrees 29 minutes 28 seconds West, 61.00 feet;

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Thence, South 15 degrees 12 minutes 25 seconds West, 7.98 feet;

Thence, North 88 degrees 08 minutes 25 seconds West, 66.43 feet;

Thence, North 61 degrees 20 minutes 14 seconds East, 36.70 feet;

Thence, North 75 degrees 43 minutes 16 seconds East, 21.68 feet;

Thence, North 09 degrees 32 minutes 39 seconds West, 54.52 feet;

Thence, North 06 degrees 08 minutes 07 seconds East, 58.69 feet;

Thence, North 17 degrees 44 minutes 09 seconds East, 40.00 feet, to the beginning of a 40.00 foot radius non-tangent curve whose center bears South 17 degrees 44 minutes 09 seconds West;

Thence, Westerly, along said curve, through a central angle of 45 degrees 33 minutes 38 seconds, a distance of 31.81 feet, to the beginning of a reverse curve of 40.00 foot radius concave Northerly;

Thence, Westerly, along said curve, through a central angle of 47 degrees 33 minutes 16 seconds, a distance of 33.20 feet, to the beginning of a reverse curve of 114.00 foot radius concave Southerly;

Thence, Westerly, along said curve, through a central angle of 19 degrees 51 minutes 49 seconds, a distance of 39.52 feet;

Thence, South 89 degrees 51 minutes 57 seconds West, 118.07 feet;

Thence, North 00 degrees 08 minutes 03 seconds West, 81.00 feet to the True Point of Beginning.

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EXHIBIT "A-3"

Lot 21 through 26 and 41 through 54, and those portion of Tracts "A", "C", "E-9" and "E-10" located within that part of SEAWYNDS, a subdivision of part of the South half of Section 14, Township 1 South, Range 5 East, Gila & Salt River Base and Meridian, Maricopa County, Arizona, as recorded in Book 286 of Maps at page 28, Office of the County Recorder of Maricopa County, Arizona, more particularly described as follows:

Commencing at the North Quarter corner of said Section 14;

Thence, South 00 degrees 03 minutes 20 seconds West, along the North-South mid-section line of said Section 14, a distance of 2640.92 feet, to the Northwest corner of said subdivision;

Thence, North 89 degrees 51 minutes 57 seconds East, along the East-West mid-section line of said Section 14 and the North line of said subdivision, a distance of 674.06 feet, to the True Point of Beginning;

Thence, continuing North 89 degrees 51 minutes 57 seconds East, 256.24 feet to a point on a line which is parallel to and 30.00 feet, as measured at right angles from the monument line of South Sunfish Drive East;

Thence, South 00 degrees 08 minutes 03 seconds East, along said parallel line, 284.16 feet;

Thence, South 89 degrees 51 minutes 57 seconds West, 104.33 feet;

Thence, North 00 degrees 08 minutes 03 seconds West, 1.08 feet;

Thence, South 89 degrees 51 minutes 57 seconds West, 69.33 feet;

Thence, North 00 degrees 08 minutes 03 seconds West, 204.08 feet;

Thence, South 89 degrees 51 minutes 57 seconds West, 31.15 feet, to the beginning of a tangent curve of 114.00 foot radius concave Southeasterly;

Thence, Southwesterly, along said curve, through a central angle of 22 degrees 58 minutes 03 seconds, a distance of 45.70 feet to the beginning of a reverse curve of 40.00 foot radius concave Northwesterly;

Thence, Westerly, along said curve, through a central angle of 10 degrees 27 minutes 36 seconds, a distance of 7.30 feet;

Thence, North 00 degrees 08 minutes 03 seconds West, 90.26 feet, to the True Point of Beginning.

EXHIBIT "A-4"

Lots 3 through 14 and 75 through 86 and those portions of Tracts "A", "C", "D", "E-6", "E-7", "E-8" and "F-2" located within that part of SEAWYNDS, a subdivision of part of the South half of Section 14, Township 1 South, Range 5 East, Gila & Salt River Base and Meridian, Maricopa County, Arizona, as recorded in Book 286 of Maps at page 28, Office of the County Recorder of Maricopa County, Arizona, more particularly described as follows:

Commencing at the North Quarter corner of said Section 14;

Thence, South 00 degrees 03 minutes 20 seconds West, along the North-South mid-section line of said Section 14, a distance of 2640.92 feet, to the Northwest corner of said subdivision;

Thence, South 04 degrees 20 minutes 17 seconds West, along the West line of said subdivision, a distance of 511.09 feet, to the beginning of a 767.00 foot radius non-tangential curve whose center bears North 18 degrees 34 minutes 52 seconds East, said point being on the North line of South Islands Drive East;

Thence, Easterly, along said curve, through a central angle of 16 degrees 43 minutes 17 seconds, a distance of 223.84 feet;

Thence, South 88 degrees 08 minutes 25 seconds East, 201.94 feet, to the True Point of Beginning;

Thence, North 01 degrees 51 minutes 35 seconds East, 48.89 feet;

Thence, North 05 degrees 13 minutes 50 seconds West, 25.25 feet;

Thence, North 23 degrees 08 minutes 25 seconds West, 58.08 feet;

Thence, North 26 degrees 53 minutes 08 seconds East, 10.86 feet;

Thence, North 06 degrees 29 minutes 28 seconds West, 66.20 feet to the beginning of a 572.01 foot radius non-tangent curve whose center bears South 00 degrees 54 minutes 46 seconds West;

Thence, Westerly, along said curve, through a central angle of 01 degrees 12 minutes 30 seconds, a distance of 12.06 feet;

Thence, North 01 degrees 51 minutes 35 seconds East, 97.73 feet;

Thence, South 88 degrees 08 minutes 25 seconds East, 66.43 feet;

Thence, North 15 degrees 12 minutes 25 seconds East, 7.98 feet;

Thence, South 68 degrees 29 minutes 28 seconds East, 61.00 feet;

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Thence, South 53 degrees 40 minutes 26 seconds East, 34.46 feet;

Thence, North 86 degrees 01 minutes 56 seconds East, 123.79 feet;

Thence, South 11 degrees 11 minutes 26 seconds East, 48.18 feet;

Thence, South 46 degrees 24 minutes 16 seconds East, 61.01 feet, to the beginning of a 21.00 foot radius non-tangential curve concave Southeasterly, whose center bears South 34 degrees 45 minutes 29 seconds East;

Thence, Southerly, along said curve, through a central angle of 53 degrees 22 minutes 56 seconds, a distance of 19.57 feet;

Thence, South 01 degrees 51 minutes 35 seconds West, 33.25 feet, to the beginning of a tangential curve of 49.00 foot radius concave Northwesterly;

Thence, Southwesterly, along said curve, through a central angle of 81 degrees 06 minutes 30 seconds, a distance of 69.36 feet;

Thence, South 08 degrees 08 minutes 25 seconds East, to a point on a line which is 33 feet Northerly as measured at right angles from the monument line of South Islands Drive East, 95.03 feet;

Thence, North 88 degrees 08 minutes 25 seconds West, 255.55 feet, to the True Point of Beginning.

EXHIBIT "A-5"

86 009924

Lots 15 through 20 and 55 through 74, all of Tract "E-11" and those portions of Tracts "A", "D", "E-7", "E-8", "E-9", "E-10" and "F-2" located within that part of SEAWYND, a subdivision of part of the South half of Section 14, Township 1 South, Range 5 East, Gila & Salt River Base and Meridian, Maricopa County, Arizona, as recorded in Book 286 of Maps at page 28, Office of the County Recorder of Maricopa County, Arizona, more particularly described as follows:

Commencing at the North Quarter corner of said Section 14;

Thence, South 00 degrees 03 minutes 20 seconds West, along the North-South mid-section line of said Section 14, a distance of 2640.92 feet, to the Northwest corner of said subdivision;

Thence, South 04 degrees 20 minutes 17 seconds West, along the West line of said subdivision, a distance of 511.09 feet, to the beginning of a 767.00 foot radius non-tangential curve whose center bears North 18 degrees 34 minutes 52 seconds East, said point being on the North line of South Islands Drive East;

Thence, Easterly, along said curve, through a central angle of 16 degrees 43 minutes 17 seconds, a distance of 223.84 feet;

Thence, South 88 degrees 08 minutes 25 seconds East, 457.49 feet, to the True Point of Beginning;

Thence, North 08 degrees 08 minutes 25 seconds West, 95.03 feet, to the beginning of a 49.00 foot radius non-tangential curve whose center bears North 07 degrees 01 minutes 55 seconds West;

Thence, Northeasterly, along said curve, through a central angle of 81 degrees 06 minutes 30 seconds, a distance of 69.36 feet;

Thence, North 01 degrees 51 minutes 35 seconds East, 33.25 feet, to the beginning of a tangent curve of 21.00 foot radius concave Southeasterly;

Thence, Northeasterly, along said curve, through a central angle of 53 degrees 22 minutes 56 seconds, a distance of 19.57 feet;

Thence, North 46 degrees 24 minutes 16 seconds West, 61.01 feet;

Thence, North 11 degrees 11 minutes 26 seconds West, 48.18 feet;

Thence, North 78 degrees 48 minutes 34 seconds East, 58.08 feet;

Thence, North 85 degrees 34 minutes 13 seconds East, 6.06 feet;

Thence, North 89 degrees 51 minutes 57 seconds East, 70.08 feet;

Thence, South 00 degrees 08 minutes 03 seconds East, 9.41 feet;

Thence, North 89 degrees 51 minutes 57 seconds East, 69.33 feet;

Thence, South 00 degrees 08 minutes 03 seconds East, 1.08 feet;

Thence, North 89 degrees 51 minutes 57 seconds East, 104.33 feet to a point which is 30.00 feet Westerly, as measured at right angles from the monument line of South Sunfish Drive;

Thence, South 00 degrees 08 minutes 03 seconds East, along said West line, 225.35 feet, to the beginning of a tangential curve of 370.00 foot radius concave Southwesterly;

Thence, Southeasterly, along said curve, through a central angle of 10 degrees 17 minutes 49 seconds, a distance of 66.50 feet, to the beginning of a tangential curve of 12.00 foot radius, concave Northwesterly;

Thence, Southwesterly, along said curve, through a central angle of 89 degrees 35 minutes 00 seconds, a distance of 18.76 feet, to the beginning of a tangent curve of 1083.00 foot radius, concave Southwesterly, said point being 33.00 feet Northerly, as measured at right angles from the monument line of South Islands Drive East;

Thence, Northwesterly, along said curve, through a central angle of 07 degrees 53 minutes 12 seconds, a distance of 149.07 feet;

Thence, North 88 degrees 08 minutes 25 seconds West, 125.62 feet, to the True Point of Beginning.