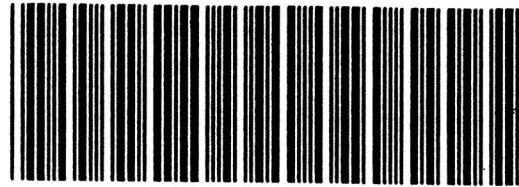


**WHEN RECORDED RETURN TO:**

Stephen Manes, Esq.  
Carmichael & Powell, P.C.  
7301 N. 16th Street - #103  
Phoenix, AZ 85020-5297



OFFICIAL RECORDS OF  
MARICOPA COUNTY RECORDER  
HELEN PURCELL

97-0316254 05/12/97 01:54

CHRISTINA 1 OF 1

**FIRST AMENDMENT TO DECLARATION OF  
COVENANTS, CONDITIONS AND RESTRICTIONS  
OF  
SONORAN VISTA**

Stardust Development, Inc. being the Declarant under the Covenants, Conditions and Restrictions of Sonoran Vista, recorded on January 23, 1997 at Instrument No. 97-0045100 in the official records of the Maricopa County Recorder (the "CC&R's"), and being the owner along with Diamond Key Homes, Inc. of all of the lots in Sonoran Vista, Stardust Development, Inc. and Diamond Key Homes, Inc. do hereby amend the CC&R's in the following respects:

1. Add to Article III, Section 10, the following:

"Mortgagees are not required to collect assessments."

2. Add to Article IV, Section 1, the following:

"The Common Areas cannot be mortgaged or conveyed by the Association without the consent of at least 2/3 of the Lot Owners, excluding the Developer and Declarant."

3. Article II, Section 5, shall be amended as follows by deleting that language which reads:

"Class B. The Class B Members shall be the Declarant and Developer and shall be entitled to four (4) votes for each Lot owned."

and replacing that language with the following:

"Class B. The Class B Members shall be the Declarant and Developer and shall be entitled to three (3) votes for each Lot owned."

Except as modified or amended hereinabove, the CC&R's shall remain in full force and effect.

Dated this 31 day of March, 1997.

STARDUST DEVELOPMENT, INC.

By: [Signature]  
Its: President

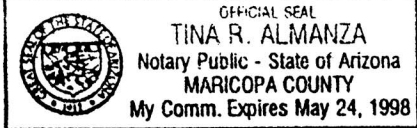
DIAMOND KEY HOMES, INC.

By: [Signature]  
Its: [Signature]

STATE OF ARIZONA )  
County of Maricopa ) ss.

On this 31st day of March, 1997, before me, a Notary Public, personally appeared Chris B. Hecter, who acknowledged himself to be the President of Stardust Development, Inc., an Arizona corporation, and that he, as such President, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

In witness whereof I hereunto set my hand and official seal.



[Signature]  
Notary Public  
Mel: Tina Almanza

My Commission Expires:  
May 24, 1998

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

On this 31 day of MARCH, 1997, before me, a Notary Public, personally appeared LARSON CLARK, who acknowledged himself to be the PRESIDENT of Diamond Key, Homes, Inc., an ARIZONA corporation, and that he, as such PRESIDENT, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as PRESIDENT.

In witness whereof I hereunto set my hand and official seal.

[Signature]  
Notary Public

My Commission Expires:  
\_\_\_\_\_

