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FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS OF FOUNTAIN GREENS MASTER ASSOCIATION

THIS FIRST AMENDMENT to the Declaration of Covenants, Conditions, Restrictions and Easements of Fountain Greens Master Association is made this 29th day of September, 2000, by FOUNTAIN GREENS, LLC, a Colorado Limited Liability Company (hereinafter referred to as the "Declarant").

WITNESSETH,

2030825 12/13/01 0249PM
MONIKA TODD CLK® MESA COUNTY CO
REC FEE \$10.00

WHEREAS, the Declarant has recorded with the Clerk & Recorder of Mesa County, Colorado, on the 30th day of December, 1999, in Book 2667 at Page 1, the "Declaration of Covenants, Conditions, Restrictions and Easements of Fountain Greens Master Association" (hereinafter referred to as the "Declaration"), submitting certain land described therein, together with all improvements, appurtenances and facilities thereon to the restrictions and conditions set forth therein; and

WHEREAS, the Declarant has reserved the right to expand such Declaration by amendment to be recorded by Declarant in the office of the Clerk & Recorder for Mesa County, Colorado; and

WHEREAS, the Declarant has further improved the subject property for the purpose of protecting the value and desirability of said property and to the end that a harmonious and attractive development of the property may be accomplished and the health, comfort, safety, convenience, and general welfare of the owners thereof, as defined in the Declaration and by the Declarant, may be promoted and safeguarded.

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

1. Each home shall have a minimum of 25% brick or stone on the front, and the fronts must be stucco.
2. Each home shall have at least a stucco front with brick or stone accent. Color locking siding may be used on the two sides and back if stucco is not desired on these three sides. (Stucco is a preference for the entire home).
3. The pitch of the roof must be at least a 5/12 pitch.
4. Single family homes must be at least 1,400 square feet for ranch style, and 1,900 square feet for two story.
 - (A) Four lots are exceptions to the above square footage: Lots 1,5, 7 in Block One and Lot 1, Block 3 will be allowed to be 1,200 square feet. Only ranch style can be constructed on these four lots.

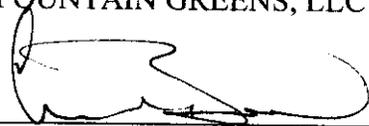
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First American Title

- (B) Townhouse, or attached patio homes may only be ranch style. The two bedroom townhome must have at least 1,150 square feet and the three bedroom must have at least 1,400 square feet.
- (C) Any homeowner who wishes to fence in the back must use the same style of fence, leaving out the brick pillars if they desire, but the homeowner must match the white P.V.C. fencing to match what is between the pillars.
- (D) The colors that are acceptable to the architectural committee are earthtones in nature. Tan, beige, sand, taupe, gray, etc. are examples of earthtones. Other colors must be approved by the architectural committee.
- (E) A basic landscaping package will be provided by each builder. This will include a sprinkling system, hydroseeded lawn and a basic tree and shrub package. Other landscaping may be done by each homeowner, but must be presented to the landscape committee for approval. Trees that will not be allowed are globe willows, Chinese elms, cottonwood and Russian olive.
- (F) Gas barbeque grills are allowed, but must be used only on the patio area.

IN WITNESS WHEREOF, Declarant has caused this First Amendment to Declaration to be executed this 29th day of September, 2000.

FOUNTAIN GREENS, LLC

By:



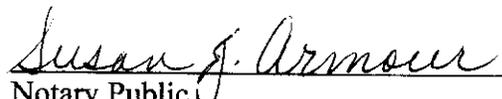
Anthony G. Bottagaro, Manager

STATE OF COLORADO)
) ss.
 COUNTY OF BOULDER)

Subscribed and sworn to before me this 29th day of September, 2000, by Anthony G. Bottagaro, Manager of Fountain Greens, LLC.

My commission expires: 1/22/2004




 Notary Public