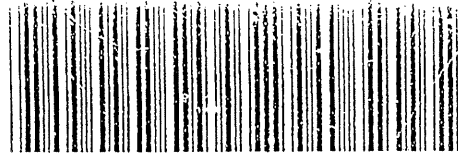


Recorded at the Request of:
FIRST AMERICAN TITLE



When Recorded Return to:
FIRST AMERICAN TITLE
ATTN: BUILDER SERVICES
MARCY
111 W. MONROE, SUITE 600
PHOENIX, AZ 85003

OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL

94-0017867 01/07/94 11:17

LAURENCE 1 OF 1

1/1

**SECOND AMENDMENT TO THE DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
CRIMSON MOUNTAIN**

THIS SECOND AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR CRIMSON MOUNTAIN, is made and executed as of the 6th day of January, 1994, by PULTE HOME CORPORATION, a Michigan corporation ("Pulte") and CENTEX REAL ESTATE CORPORATION, a Nevada corporation ("Centex"), hereinafter collectively referred to as "Declarants", and COURTLAND HOMES, INC., an Arizona corporation ("Courtland").

RECITALS:

A. PULTE and CENTEX are the Declarants under that certain Declaration of Covenants, Conditions and Restrictions for Crimson Mountain, recorded on May 21, 1993 in Document No. 93-315295, and an Amendment thereto recorded August 23, 1993 in Document No. 93-562234, in the records of Maricopa County, Arizona, hereinafter collectively referred to as the "Declaration".

B. COURTLAND acquired title from PULTE and is the current owner of that certain real property situated in the County of Maricopa, State of Arizona, consisting of approximately 19.775 gross acres, which is more particularly described on Exhibit "A" attached hereto.

C. Pursuant to Section 2.2 of the Declaration, the Declarants are entitled and have the right to add additional property to the provisions of the Declaration.

D. PULTE and CENTEX desire to annex and subject to the Declaration the real property described on Exhibit "A" attached hereto. COURTLAND desires to cooperate with PULTE'S plan for "CRIMSON MOUNTAIN" and desires that the property described in paragraph B above and more fully described on Exhibit "A" attached hereto be annexed and subject to the Declaration, in its entirety.

EXHIBIT "A"

Lots 1 through 132 and Tracts A through D, of SILVERADO AT CRIMSON RIDGE, according to the plat of record in the office of the County Recorder of Maricopa County, Arizona, recorded in Book 369 of Maps, page 24.

COURTLAND HOMES, INC., an Arizona corporation

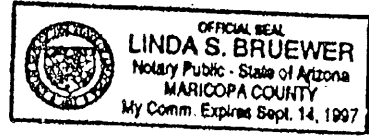
BY: *Willis W. Martin*
ITS: *President*

STATE OF ARIZONA)
) ss
County of Maricopa)

This instrument was acknowledged before me this 30th day of December, 1993, by *Willis W. Martin* the *P. P.* of PULTE HOME CORPORATION, a Michigan corporation, and that he, being authorized to do so, executed the foregoing instrument on behalf of the corporation for the purposes therein contained.

Linda S. Bruewer
Notary Public

My Commission Expires:
9.14.97



STATE OF ARIZONA)
) ss
County of Maricopa)

This instrument was acknowledged before me this 31st day of December, 1993, by *Michael W. Walker* the *President* of CENTEX REAL ESTATE CORPORATION, a Nevada corporation, and that he, being authorized to do so, executed the foregoing instrument on behalf of the corporation for the purposes therein contained.

Tammi L. Talbot
Notary Public

My Commission Expires:
8-31-97



NOW THEREFORE, the Declaration is amended as follows:

1. The property described on Exhibit "A" attached to this Amendment is hereby annexed and subjected to the Declaration.
2. Tracts A through D, more fully described on Exhibit "A" attached to this Amendment, shall be Common Area and shall be conveyed to the Association by COURTLAND upon the completion of the construction of improvements on Tracts A through D to the satisfaction of the Association.
3. Capitalized terms used in this Amendment without definition shall have the meaning given to such terms in the Declaration.

IN WITNESS WHEREOF, PULTE HOME CORPORATION, a Michigan corporation, CENTEX REAL ESTATE CORPORATION, a Nevada corporation and COURTLAND HOMES, INC., an Arizona corporation, have executed this instrument as of the date first above written.

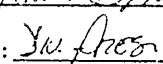
PULTE HOME CORPORATION, a Michigan corporation

BY:  _____

ITS:  _____

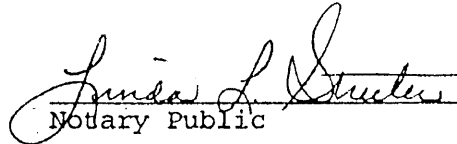
CENTEX REAL ESTATE CORPORATION, a Nevada corporation

BY:  _____

ITS:  _____

STATE OF ARIZONA)
) ss
County of Maricopa)

This instrument was acknowledged before me this 6th day of
January, 1994, by Alan Hamberlin the
President of COURTLAND HOMES, INC., an Arizona corporation,
and that he, being authorized to do so, executed the foregoing
instrument on behalf of the corporation for the purposes therein
contained.



Notary Public

My Commission Expires:

