



INSTRUMENT # 9710145
 OFFICIAL RECORDS OF
 YAVAPAI COUNTY
 PATSY C. JENNEY-COLON
 REQUEST OF:
 FIRST AMERICAN TITLE INS
 DATE: 02/27/97 TIME: 09:30
 FEE: \$ 5.00 SC: 4.00 PT: 1.00
 BOOK 3364 PAGE 685 PAGES: 002

BK	3364
MAP	34
PCL	35
	31

Recorded at the request of,
 and when recorded, return to:

Granite Park Ranch
 P.O. Box 12127
 Prescott, AZ 86304

**RATIFICATION AND APPROVAL OF PLAT
 AND DECLARATION OF RESTRICTIONS**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being the Beneficiary of record under that certain Deed of Trust dated April 24, 1995, and recorded in the office of the County Recorder of Yavapai County, Arizona, on April 28, 1995, in Book 3007 of Official Records, pages 702-711, inclusive, hereby ratifies, confirms and approves the plat of Granite Park Ranch, according to the plat of record in the office of the County Recorder of Yavapai County, Arizona, in Book 34 of Maps, pages 32, 33 and 34, and each and every dedication set forth thereon, as if the undersigned had originally joined in the execution of said plat.

The undersigned hereby ratifies, confirms and approves the Declaration of Restrictions recorded in the office of the County Recorder of Yavapai County, Arizona, on February 12, 1997, in Book 3356 of Official Records, pages 908-947, inclusive, as if the undersigned had originally joined in the execution thereof.

IN WITNESS WHEREOF, the undersigned, STRINGFIELD RANCH, an Arizona general partnership, has caused this instrument to be executed this 27th day of February, 1997.

STRINGFIELD RANCH, an Arizona
 general partnership

By The Stringfield Revocable
 Trust U/DT Dated March 7,
 1990, Partner

By William Ralph Stringfield
 WILLIAM RALPH STRINGFIELD,
 Co-Trustee

By Genevieve S. Stringfield
 GENEVIEVE S. STRINGFIELD,
 Co-Trustee

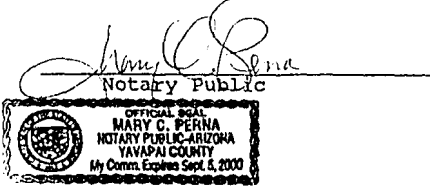
BOOK 3364 PAGE 685

By Irene F. Stringfield
IRENE FAYE STRINGFIELD,
Partner

STATE OF ARIZONA)
) ss:
County of Yavapai)

The foregoing instrument was acknowledged before me this 24th day of February, 1997, by WILLIAM RALPH STRINGFIELD and GENEVIEVE S. STRINGFIELD as Co-Trustees of The Stringfield Revocable Trust U/DT Dated March 7, 1990, Partner of STRINGFIELD RANCH, an Arizona general partnership.

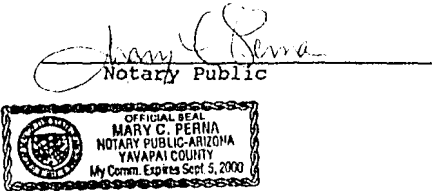
My Commission Expires:
Sept. 5, 2000



STATE OF ARIZONA)
) ss:
County of Yavapai)

The foregoing instrument was acknowledged before me this 24th day of February, 1997, by IRENE FAYE STRINGFIELD, Partner of STRINGFIELD RANCH, an Arizona general partnership.

My Commission Expires:
Sept. 5, 2000



bbc:doc#66\Stringfield.Plat.App

Please return recorded instrument to:

CHAMBERLAIN DEVELOPMENT, L.L.C.
505 S. MADISON LR.
TEMPE, AZ 85281



INSTRUMENT # 9720590
OFFICIAL RECORDS OF
YAVAPAI COUNTY
PATSY C. JENNEY-COLON
REQUEST OF:
FIRST AMERICAN TITLE INS
DATE: 04/18/97 TIME: 15:40
FEE: 5.00 SC: 4.00 PT: 1.00
BOOK 3393 PAGE 188 PAGES: 002

DK	FEE
MAP	\$4
PCL	\$5
S	\$1

**FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS
FOR
GRANITE PARK RANCH**

THIS FIRST AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for Granite Park Ranch is made this 18th day of April, 1997, by CHAMBERLAIN DEVELOPMENT, L.L.C., an Arizona limited liability company ("Declarant"), and, FIRST AMERICAN TITLE INSURANCE AGENCY OF YAVAPAI, INC., as Trustee, Trust 4331A, (Fee Title Holder).

RECITALS:

A. Declarant has previously executed that certain Declaration of Covenants, Conditions and Restrictions dated February 4, 1997, and recorded on February 12, 1997, in Book 3356, Page 908, of the Official Records of Yavapai County, Arizona (the "Declaration"), which imposes certain covenants, conditions, restrictions and easements on the property described therein.

B. Pursuant to Paragraph 29 of the Declaration, Declarant has reserved the right to amend the Declaration, and Declarant desires to amend the Declaration as provided herein.

DECLARATION:

NOW, THEREFORE, Declarant hereby amends the Declaration by adding thereto the following Paragraph 32:

"32. WATER PROVIDER:

Domestic water for each lot shall be delivered by Granite Mountain Water Co. ("Granite Mountain"). Each lot agrees to receive its domestic water supply from Granite Mountain, so long as Granite Mountain is able to deliver quality, potable water. In the event the water supply from Granite Mountain is interrupted or unpotable then the lot owners are free to use other sources of water for domestic purposes."

1997-14361-1

BOOK 3393 PAGE 188

Except as hereby expressly modified, the Declaration remains unchanged and in full force and effect.

IN WITNESS WHEREOF, the Declarant/Fee Title Holder has executed this Amendment as of the date first set forth above.

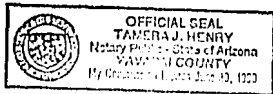
FIRST AMERICAN TITLE INSURANCE AGENCY
OF YAVAPAI, INC., an Arizona corporation
as Trustee under Trust No. 4331A

By *Roger A. Yedinak*
ROGER A. YEDINAK, Trust Officer

STATE OF ARIZONA)
) ss
County of Yavapai)

Subscribed and sworn before me this 18th day of April, 1997, by ROGER A. YEDINAK, who acknowledged that he is the Trust Officer of First American Title Insurance Agency of Yavapai, Inc., and that he executed the above instrument for and on behalf of said company, acting in its capacity as Trustee of Trust No. 4331A being so authorized to do.


My Commission Expires: 6-30-99
Tamera J. Henry
Notary Public



FORM 3300 PAGE 189

Please return recorded instrument to:

Chamberlain Development, L.L.C.
505 South Madison Drive
Tempe, Arizona 85281

	INSTRUMENT # 9725560	
	OFFICIAL RECORDS OF YAVAPAI COUNTY	
	PATSY C. JENNEY-COLON	
	REQUEST OF:	
	FIRST AMERICAN TITLE INS	
	DATE: 05/12/97 TIME: 16:10	
	FEE: 5.00 SC: 4.00 PT: 1.00	
	BOOK 3406 PAGE 225 PAGES: 002	

PK	FEE
MAP	5
PL	4
PL	25
PL	11
PL	10

**SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS
FOR
GRANITE PARK RANCH**

THIS SECOND AMENDMENT to the Declaration of Covenants, Conditions and Restrictions for Granite Park Ranch is made this 9th day of May, 1997, by FIRST AMERICAN TITLE INSURANCE AGENCY OF YAVAPAI, INC. ("Fee Title Holder"), as Trustee under Trust No. 4331A, which Trust is for the benefit of CHAMBERLAIN DEVELOPMENT, L.L.C., an Arizona limited liability company ("Declarant").

RECITALS:

A. Fee Title Holder, as Trustee for the benefit of Declarant, has previously executed that certain Declaration of Covenants, Conditions and Restrictions dated February 4, 1997, and recorded on February 12, 1997, in Book 3356, at Page 908, of the Official Records of Yavapai County, Arizona (the "Declaration"), which imposes certain covenants, conditions, restrictions and easements on the property described therein.

B. The Declaration was amended by that certain First Amendment to Declaration of Covenants, Conditions and Restrictions dated April 18, 1997, and recorded on April 18, 1997, in Book 3393, at Page 188, of the Official Records of Yavapai County, Arizona (the "First Amendment").

C. Declarant holds not less than two-thirds (2/3) of the voting power of the members of Granite Park Ranch Property Owners' Association, Inc. and therefore, pursuant to Paragraph 13.14 of the Declaration, has the right to amend the Declaration. Declarant desires to amend the Declaration for the purpose of correcting certain errors contained in the First Amendment.

DECLARATION:

NOW, THEREFORE, Fee Title Holder, acting as Trustee on behalf of Declarant, hereby amends the Declaration as follows:

1997-15750-1

BOOK 3406 PAGE 225

1. The First Amendment is hereby revoked in its entirety.

2. The Declaration is hereby amended by adding thereto the following Paragraph 3.25:

"3.25. WATER PROVIDER:

Domestic water for each lot shall be delivered by Granite Mountain Water Co. ("Granite Mountain"). Each lot agrees to receive its domestic water supply from Granite Mountain, so long as Granite Mountain is able to deliver quality, potable water. In the event the water supply from Granite Mountain is interrupted or unpotable then the lot owners are free to use other sources of water for domestic purposes."

3. Except as hereby expressly modified, the Declaration remains unchanged and in full force and effect.

IN WITNESS WHEREOF, Fee Title Holder, acting as Trustee for the benefit of Declarant, has executed this Amendment as of the date first set forth above.

FIRST AMERICAN TITLE INSURANCE AGENCY OF YAVAPAI, an Arizona corporation, as Trustee under Trust No. 4331A

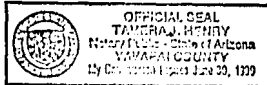
By Roger A. Yedinak
Roger A. Yedinak
Trust Officer

STATE OF ARIZONA)
) ss.
County of Yavapai)

On this 9th day of May, 1997, before me, the undersigned Notary Public, personally appeared Roger A. Yedinak, known to me (or satisfactorily proven) to be the person whose name is above subscribed, who acknowledged to me that he is the Trust Officer of First American Title Insurance Agency of Yavapai, Inc., an Arizona corporation, and that he executed the foregoing instrument in such capacity on behalf of said corporation, acting in its capacity as Trustee of Trust No. 4331A, being so authorized to do.

James J. Henry
Notary Public

My Commission Expires:
6-20-99



1997-15750-1

BOOK 3408 PAGE 226