VOL: 2001   PAGE: 20917
RECORDED DOCUMENT

STATE OF OREGON
COUNTY OF DESCHUTES

*2001-20917   * Vol-Page   Printed: 05/03/2001 15:56:00

DO NOT REMOVE THIS CERTIFICATE

(This certificate constitutes a part of the original instrument in accordance with ORS 205.180(2). Removal of this certificate may invalidate this certificate and affect the admissibility of the original instrument into evidence in any legal proceeding.)

I hereby certify that the attached instrument was received and duly recorded in Deschutes County records:

DATE AND TIME: May. 3, 2001; 3:53 p.m.

RECEIPT NO: 35208

DOCUMENT TYPE: Planned Community
                    Subdivision Amendment

FEE PAID: $46.00

NUMBER OF PAGES: 4

MARY SUE PENHOLLOW

MARY SUE PENHOLLOW
DESCHUTES COUNTY CLERK

2001-20917-1

AMENDMENT TO PLANNED COMMUNITY SUBDIVISION DECLARATION

(SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR

QUAIL PINE ESTATES PHASE III)

By instrument dated January 11, 2000, and recorded February 23, 2000, in Volume 2000 at Page 6864, Official Records of Deschutes County, Oregon, RARE PROPERTIES, L.L.C., established the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates.

The Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates contemplated that developer would, at any time during the term of the Declaration, add all or a portion of any land now or hereafter owned by Declarant to the Property which was covered by said Declaration.

Declarant now wishes to subject the area known as Quail Pine Estates, Phase III to the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates, to annex such Property to Quail Pine Estates and to make provisions for the conditions upon which such Property may be used.

NOW, THEREFORE, Declarant does hereby declare and provide as follows:

SECTION 1. DEFINITIONS

1.1 INCORPORATION BY REFERENCE: Each of the terms defined in Section 1 of the Declaration for Quail Pine Estates shall have the meanings set forth in such Section 1.

1.2 The "Property" shall mean Quail Pine Estates, Phase III, as described in Exhibit "A" attached hereto.

1.3 Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates shall mean that certain document entitled "Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates" dated January 11, 2000, recorded February 23, 2000, in Volume 2000, Page 6864, Official Records of Deschutes County, Oregon.

1 - SUPPLEMENTAL DECLARATION   P:\DATA\SRS\CLIENTS\N-S\Rareprop.010

1.4 "Quail Pine Estates, Phase III", shall mean the area described on Exhibit "A" attached hereto.

SECTION 2. SUBJECTION OF QUAIL PINE ESTATES, PHASE III, TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR QUAIL PINE ESTATES.

2.1 ANNEXATION: Declarant hereby declares that Quail Pine Estates, Phase III, shall be part of that certain residential community known as Quail Pine Estates as referred to in the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates.

2.2 DECLARATION OF RESTRICTIONS: The covenants and conditions set forth in Sections 1 through 8, inclusive, of the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates shall be applicable within the Property except as may be restricted in this instrument. The Property shall be held, conveyed, hypothecated, encumbered, used, occupied and improved only in accordance with the provisions made in this instrument and the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates.

SECTION 3. MISCELLANEOUS

3.1 AMENDMENT AND REPEAL: Any provision of this Declaration at any time may be amended or repealed. The provision may be added by any of the methods provided in the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates.

3.2 DURATION: The covenants and provisions contained herein shall continue to remain in full force and effect in accordance with Section 6.1 of the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates.

3.3 ATTORNEY FEES: In the event any party shall bring any suit or action to enforce this Declaration, or to collect any money due hereunder or to foreclose a lien, the party not prevailing shall pay to the prevailing party all costs and expenses incurred by it in connection with such suit or action, such amount as the court may determine to be reasonable as attorneys' fees at trial and upon any appeal or petition for review thereof or other proceedings, including any bankruptcy or arbitration proceeding.

2 - SUPPLEMENTAL DECLARATION   P:\DATA\SRS\CLIENTS\N-S\Rareprop.010

IN WITNESS WHEREOF, RARE PROPERTIES, L.L.C. has executed this Declaration this ___1st___ day of ___May___, 2001.

RARE PROPERTIES, L.L.C.

BY: DAVID P. REYNOLDS, Manager

TD&L, L.L.C., MANAGER OF RARE PROPERTIES, L.L.C.

BY: JAY AUDIA, Manager

STATE OF OREGON, County of Deschutes) ss.

The foregoing instrument was acknowledged before me this ___1st___ day of ___May___, 2001, by DAVID P. REYNOLDS, as Manager of Rare Properties, L.L.C., Declarant.

OFFICIAL SEAL
KRISTIE L HORNBECK
NOTARY PUBLIC-OREGON
COMMISSION NO. 312974
MY COMMISSION EXPIRES JUNE 15, 2002

Notary Public for Oregon
My Commission Expires: _Jun 15, 2002_

STATE OF OREGON, County of Deschutes) ss.

The foregoing instrument was acknowledged before me this ___1st___ day of ___May___, 2001, by JAY AUDIA, as Manager of TD&L, L.L.C. which is a Manager of Rare Properties, L.L.C., Declarant.

Notary Public for Oregon
My Commission Expires: _June 15, 2002_

OFFICIAL SEAL
KRISTIE L HORNBECK
NOTARY PUBLIC-OREGON
COMMISSION NO. 312974
MY COMMISSION EXPIRES JUNE 15, 2002

3 - SUPPLEMENTAL DECLARATION

P:\DATA\SRS\CLIENTS\N-S\Rareprop.010

EXHIBIT A

QUAIL PINE ESTATES, PHASE III

PLAT NO 98-304 DATED 9-5-00

A REPLAT OF A PORTION OF TRACT 13,
WAYWEST PROPERTIES, LOCATED IN THE SE
1/4 SECTION 7, TOWNSHIP 18 SOUTH, RANGE
12 EAST, WILLAMETTE MERIDIAN, CITY OF
BEND, DESCHUTES COUNTY, OREGON.

4 - SUPPLEMENTAL DECLARATION