



**THIRD AMENDMENT TO DECLARATION AND COVENANTS, CONDITIONS,
RESTRICTIONS, EASEMENTS AND RESERVATIONS FOR
MEADOWWOOD GLEN**

THIS THIRD AMENDMENT TO DECLARATION AND COVENANTS, CONDITIONS, RESTRICTIONS, EASEMENTS AND RESERVATIONS FOR MEADOWWOOD GLEN is made by THE GLEN AT MEADOWWOOD, INC., a Washington corporation ("Declarant"), as of this 18th day of January, 1999.

Recitals

A. Declarant is the developer of certain real property in Spokane County, Washington, which was subdivided as shown in the Plat for Meadowwood Glen recorded under Spokane County Auditor's File No. 4137835, in Book 24, Page 73, Plat No. 3360, records of Spokane County, Washington (the "Plat"). The Plat for Meadowwood Glen First Addition was recorded under Spokane Auditor's File No. 4238792, in Book 25, Pages 50-51, records of Spokane County, Washington (the "First Addition Plat").

B. The Plat and the First Addition Plat are subject to that certain Declaration and Covenants, Conditions, Restrictions, Easements and Reservations for Meadowwood Glen, as recorded under Spokane County Auditor's File No. 4159620 (the "Declaration"), as amended by First Amendment to Declaration and Covenants, Conditions, Restrictions, Easements and Reservations for Meadowwood Glen, recorded under Spokane Auditor's File No. 4238793 (the "First Amendment"), and as amended by Second Amendment to Declaration and Covenants, Conditions, Restrictions, Easements and Reservations for Meadowwood Glen, recorded under Spokane Auditor's File No. 4252176 (the "Second Amendment").

C. Declarant wishes to further amend the Declaration, as amended by the First Amendment and the Second Amendment, in conformance with the authority provided therein. Except as otherwise specifically provided in this Third Amendment, all capitalized terms shall have the same meaning as provided in the Declaration.

NOW, THEREFORE, Declarant hereby amends the Declaration as follows:

Declarant hereby assigns all of its Declarant's right, title and interest in and to the Declaration, as amended, to Sullivan Homes, Inc., who hereby agrees to assume all of Declarant's rights and obligations with respect to the Declaration, as amended, the Plat and the First Addition Plat.


DATED as of the date first written above.



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01/27/1999 04:16P
Spokane Co. WA


DECLARANT:

THE GLEN AT MEADOWWOOD, INC., a
Washington corporation

By: 
George Reece
Its: President

Agreed and Accepted this _____ day of
January, 1999.

SULLIVAN HOMES, INC., a
Washington corporation

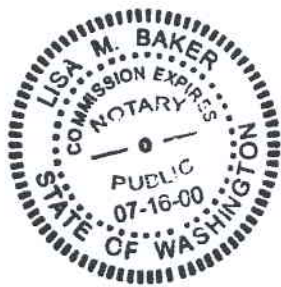
By: 
Joseph Sullivan
(Printed Name)
Its: President



STATE OF WASHINGTON)
) ss
COUNTY OF KING)

On this day personally appeared before me George Reece, to me known to be the President of Parkland Homes, Inc., the corporation who executed the within and foregoing instrument and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument.

GIVEN under my hand and official seal this 18th day of January, 1999.



Lisa M. Baker
(Signature)

Lisa M. Baker
(Print Name)
Notary Public in and for the State of
Washington, residing at Belleve
My commission expires 7-16-00

STATE OF WASHINGTON)
) ss
COUNTY OF SPOKANE)

On this day personally appeared before me Todd Sullivan to me known to be the President of Sullivan Homes, Inc., the corporation who executed the within and foregoing instrument and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument.

GIVEN under my hand and official seal this 27th day of January, 1999.

Brett Sullivan
(Signature)

Brett Sullivan
(Print Name)
Notary Public in and for the State of
Washington, residing at Spokane
My commission expires April 21, 1999