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When recorded mail to:

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**FIRST AMENDMENT TO THE TRACT DECLARATION
FOR COOPER COMMONS PARCEL 8**

(HERITAGE PARK)

THIS FIRST AMENDMENT TO THE TRACT DECLARATION FOR COOPER COMMONS PARCEL 8 is made this 11th day of July, 2001, by CENTEX HOMES, a Nevada general partnership, as Owner, hereinafter referred to as "Centex" or "Developer," with the approval of COOPER COMMONS L.L.C., an Arizona limited liability company, hereinafter referred to as "Declarant" and Cooper Commons Community Association, an Arizona non-profit corporation, hereinafter referred to as the "Master Association" and with the approval of seventy-five percent (75%) of the Class A Members in Parcel 8 and shall become effective upon recordation in the Office of the Maricopa County Recorder.

WITNESSETH:

WHEREAS, Cooper Commons L.L.C. an Arizona limited liability company (hereinafter "Declarant") executed and caused to be recorded that certain Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Cooper Commons dated April 28, 1998, and recorded on April 29, 1998, at Instrument No. 98-0346533, Official Records of Maricopa County, Arizona (the "Master Declaration").

WHEREAS, Declarant thereafter executed and caused to be recorded that certain Tract Declaration for Cooper Commons Parcel 8 dated April 30, 1998, and recorded on April 30, 1998, at Instrument No. 98-0358347, Official Records of Maricopa County, Arizona ("Heritage Park Tract

Declaration") which encumbered certain real property legally described as follows:

Lots 1 through 298, inclusive, and Tracts T-1 through T-82, inclusive, of Cooper Commons Parcel 8, according to the plat of record thereof, recorded on August 29, 1997, in Book 448 of Maps, on Page 44 thereof, and at Instrument No. 97-0601166, Official Records of Maricopa County, Arizona, hereinafter referred to as "Heritage Park at Cooper Commons" or "Heritage Park" or "Parcel 8."

WHEREAS, the Declarant formed the Cooper Commons Community Association, an Arizona non-profit corporation ("Master Association") and conveyed all of the Common Areas within Cooper Commons to the Master Association, and pursuant to the Master Declaration the rights and responsibilities for ownership, management and maintenance of the Common Areas are vested in the Master Association.

WHEREAS, Article XIV, Section 14.2 of the Master Declaration provided for the amendment of Tract Declarations with (i) the approval of the Board of the Master Association; the approval of Declarant; (iii) the affirmative vote of the Class A members who own a Lot or Parcel within the affected Tract and are entitled to cast seventy-five percent (75%) or more of the votes entitled to be cast by all Class A Members who own a Lot or Parcel within the affected Tract.

WHEREAS, the Heritage Park Tract Declaration contemplated and provided for the Developer of Heritage Park at Cooper Commons to record a Supplemental Declaration and create a Sub-Association which would be charged with the ^{Unofficial Document} care and maintenance of certain Special Use Fee Tracts, Special Use Fee Tract Improvements and Joint Use Driveways, among other things.

WHEREAS, Centex as the Developer of Cooper Commons Parcel 8 has formed Heritage Park at Cooper Commons Homeowners Association, Inc. ("Sub-Association") for the purpose of providing for the management, maintenance, operation and repair of certain Special Use Fee Tracts within Heritage Park, and will record that certain Supplemental Declaration of Covenants, Conditions, Restrictions and Easements for Cooper Commons Parcel 8 (Heritage Park), hereinafter the "Supplemental Declaration."

WHEREAS, Centex, with the consent of the Declarant, and the Master Association as required under Article XIV, Section 14.2 of the Master Declaration, desires and intends to amend the Heritage Park Tract Declaration so that Tract T-48 of Parcel 8 can be developed and maintained with certain recreational amenities that will be for the exclusive use and enjoyment of the Owners of Lots within Heritage Park provided the cost and expense of construction, operation maintenance, repair and replacement of those recreational amenities shall be borne exclusively by the Owners of Lots within Heritage Park as provided for herein.

WHEREAS, Centex, with the approval of the Declarant as the Class B Member, with the consent and approval of the Board of the Master Association, the consent and approval of the

Developer, and the consent and approval of not less than seventy-five percent (75%) of the Class A Members within Heritage Park at Cooper Commons, copies of which consents of Class A Members have been delivered to and are on file with the Master Association and Sub-Association, now wishes to Record this Supplemental Declaration for The Heritage Park at Cooper Commons.

NOW, THEREFORE, Centex, with the foregoing approvals hereby declares that the Heritage Park Tract Declaration is hereby amended as provided below and all of Heritage Park shall be held, sold, conveyed and occupied subject to the following easements, restrictions, covenants and conditions, which are for the purpose of protecting the value and desirability of all of the properties, and which shall run with the real property and be binding on all parties having any right, title or interest in the described properties or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.

ARTICLE I

AMENDMENT TO TRACT DECLARATION FOR PARCEL 8

Capitalized terms used in this First Amendment to Tract Declaration and not otherwise expressly defined herein shall have the same meanings as are set forth for such terms in the Master Declaration and the Heritage Park Tract Declaration.

Section 1.1 Amendment. Exhibit "A" to the Heritage Park Tract Declaration is hereby amended to include Tract T-48, of Cooper Commons Parcel 8, according to the plat recorded at Book 448 of Maps, Page 44, Official Records of Maricopa County, Arizona, as a Special Use Fee Tract. Said Tract T-48 and the Improvements thereon shall be solely for the benefit of the Owners of the Lots located within Parcel 8; and, all costs associated with Tract T-48 and the Improvements thereon (including, but not limited to, the costs of maintenance, operation, management, repair and replacement) shall be the sole responsibility of the Sub-Association, to be collected through the imposition of annual and special assessments against Owners of the Lots within Parcel 8 as provided in the Supplemental Declaration. Notwithstanding any contrary provision of the Heritage Park Tract Declaration, the Supplemental Declaration or this First Amendment: (a) the Master Association does not accept Tract T-48 or any Improvements thereon for maintenance or operation, it being specifically provided and agreed that such maintenance and operation shall be the sole responsibility of the Sub-Association, and (b) the Master Association has not accepted and does not accept for maintenance or operation (and prior purported acceptance for maintenance or operation is hereby rendered null and void and of no further force or effect) any other Special Use Fee Tracts or Improvements thereon, it being specifically provided and agreed that such maintenance and operation shall hereafter be the sole responsibility of the Sub-Association as provided in the Supplemental Declaration.

Section 1.2 Integration. This Amendment shall be considered an integral part of the Declaration and the Heritage Park Tract Declaration as if the provisions hereof were set forth therein.

Section 1.3 All Other Provisions. All other provisions of the Heritage Park Tract Declaration shall remain and are the same and shall apply to Heritage Park as though fully set forth herein.

IN WITNESS WHEREOF, this instrument was executed on the date hereinbelow written.

CENTEX HOMES, a Nevada general partnership,
by: CENTEX REAL ESTATE CORPORATION a
Nevada corporation, its Managing General Partner

By: *James P. Retzer*
~~James P. Retzer~~ *MICHAEL TRAMORE*
Controller, Phoenix Division
Division President

STATE OF ARIZONA)
) s s.
County of Maricopa)

The foregoing instrument was acknowledged before me this 11th day of July, 2001,
by JAMES P. RETZER, the Controller, Phoenix Division of CENTEX REAL ESTATE
CORPORATION, the Managing General Partner of CENTEX HOMES, a Nevada general
partnership, for and on behalf thereof.

Connie S. Dean
NOTARY PUBLIC

My Commission Expires:

11-08-02



CONSENT OF DECLARANT

In accordance with the Declaration (including but not limited to the consent requirements of Article XIV, Section 14.2 thereof,) the undersigned being duly authorized so to do, hereby consents to the foregoing Supplemental Declaration for and on behalf of the Declarant.

COOPER COMMONS L.L.C., an Arizona limited liability company

By: CAREFREE PARTNERS, L.L.C., an Arizona limited liability company, its Manager/Member

By: WEST MANAGEMENT LIMITED PARTNERSHIP, an Arizona limited partnership, its Manager

By: THE RICHARD WEST COMPANY, an Arizona corporation, its General Partner

By: *Richard B. West, III*

Richard B. West, III,
President

STATE OF ARIZONA)
) s s.
County of Maricopa)

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The foregoing instrument was acknowledged before me this 20th day of June, _____, by Richard B. West, III, the President of The Richard B. West Company, an Arizona corporation, the General Partner in West Management Limited Partnership, an Arizona limited partnership, the Manager of Carefree Partners, L.L.C. an Arizona limited liability company, the Manager/Member of Cooper Commons, L.L.C. an Arizona limited liability company, on behalf thereof.

Cristine Davis
NOTARY PUBLIC

My Commission Expires:

November 5, 2004



CONSENT OF BOARD

In accordance with the Declaration (including but not limited to the consent requirements of Article XIV, Section 14.2 thereof,) the undersigned being duly authorized so to do, hereby consents to the foregoing Supplemental Declaration for and on behalf of the Board of Directors of the Cooper Commons Community Association.

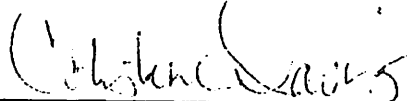
COOPER COMMONS COMMUNITY ASSOCIATION, an
Arizona corporation

By: 

Its: President

STATE OF ARIZONA)
) s s.
County of Maricopa)

The foregoing instrument was acknowledged before me this 26 day of June,
2004, by Timothy J. Keenan, the President, of COOPER COMMONS
COMMUNITY ASSOCIATION, an Arizona ^{Official Document} corporation, for and on behalf thereof.


NOTARY PUBLIC

My Commission Expires:

November 5, 2004

