



El Paso County Clerk & Recorder: Index in Grantee Indexes under Autumn Heights Townhomes, and Autumn Heights Condominium Owners Association, Inc. and under Grantor as Autumn Heights Venture, LLC

SUPPLEMENT/AMENDMENT
CONDOMINIUM DECLARATION
FOR
AUTUMN HEIGHTS TOWNHOMES--A CONDOMINIUM

PHASE 9

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Autumn Heights Venture, LLC, a Colorado limited liability company, (hereinafter called the "Declarant") did cause to be recorded that certain Condominium Declaration for Autumn Heights Townhomes--A Condominium, on Nov 21, 2000, in Reception No. 200141058 of the real property records of the County of El Paso, State of Colorado (hereinafter called the "Declaration"); and

WHEREAS, the Declarant has recorded that certain Condominium Map on Nov 21, 00 in Reception No. 200141059 (hereinafter called the "Condominium Map"); and

WHEREAS, pursuant to the terms and provisions of Article XVII of the Declaration, the Declarant therein, for itself, its successors and assigns, expressly reserved the right to expand the Condominium Project therein described (hereinafter called the "Project") by submitting additional real property and improvements to condominium ownership, thereunder, which expansion could be accomplished pursuant to the terms of the Declaration, without the consent of the Owners of the existing condominium units within the Project by the recording of this Amendment/Supplement (hereinafter called the "Supplement"); and

WHEREAS, the Declarant desires (in accordance with the terms and conditions set forth in the Declaration) to expand further the Project by submitting to condominium ownership the real property described on Exhibit "A" attached hereto and incorporated herein by reference and all improvements located thereon (said real property and improvements are hereinafter called the "Annexed Property"); and

NOW, THEREFORE, the Declarant does hereby publish and declare that the following terms, conditions, covenants, easements, restrictions, uses, limitations and obligations shall be deemed to run with the land encompassing the Annexed Property and shall be a burden and benefit to the undersigned, its successors and assigns and to any person acquiring or owning an interest in the Annexed Property and their grantees, successors, heirs, executors, administrators, devisees or assigns:

1. Submission to Condominium Ownership. Declarant does hereby annex and submit the Annexed Property, together with all improvements thereon and rights appurtenant thereto, to condominium ownership pursuant to the Declaration and the Colorado Common Interest Ownership Act (C.R.S., §38-33.3-101, et seq.) and any other applicable laws and statutes of the State of Colorado. The Declarant hereby declares that the Annexed Property shall be held, sold, used, encumbered, improved, occupied, owned, resided upon, hypothecated and conveyed subject to easements, restrictions, covenants, provisions and conditions of the Declaration, the Condominium Map, the Supplemental Map, this Supplement, the Association's Articles of Incorporation, Bylaws, and rules and regulations, including without any amendments and supplements thereto (all of which are hereinafter collectively called the "Condominium Documents"). All of which are for the purpose of enhancing and protecting the value, desirability and attractiveness of the Annexed Property and all of which shall run with the land and be binding upon all parties having any right, title or interest in the Annexed Property or any part thereof, their heirs, successors and assigns and which shall inure to the benefit of each owner thereof.

2. Division Into Condominium Units. The Annexed Property is hereby divided into Eighteen (18) separate Condominium Units which brings the total number of Condominium Units in the Project to One Hundred Forty (140). Each Condominium Unit consists of a separate fee simple estate in a particular Condominium Unit, an appurtenant undivided fee simple interest in the Common Elements, the appurtenant right to the exclusive use of certain Limited Common Elements, if any are shown by the Condominium Map or Supplemental Map and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium unit as described in the Condominium Documents. The undivided Proportionate Interests in the Common Elements appurtenant to a particular Condominium Unit located upon the Annexed Property and the Property is shown on Exhibit "B" attached hereto and incorporated herein by this reference.

3. Supplement to the Condominium Map.

A. The Declarant has caused to be recorded a supplement to the Condominium Map showing the Condominium Units in the Annexed Property; that supplement was recorded on May 18 2001 in the real property records of El Paso County, Colorado in Reception No. 201065634 (herein called the "Supplemental Map"). The Supplemental Map, which is incorporated herein by this reference, shall show and identify the Condominium Units, the General Common Elements, and any Limited Common Elements on the Annexed Property, shall also identify any Unit to which any Limited Common Elements are attached and assigned, and shall otherwise comply with the Condominium Documents and any and all statutory or legal requirements. After the Supplemental Map has been filed for record in the office of the Clerk and Recorder of the County of El Paso, State of Colorado, every contract, deed, lease, mortgage, trust deed, will or other instrument may legally describe a Condominium Unit situated on the Annexed

Property by reference to the Condominium Map, which shall be deemed to include this Supplement and the Supplemental Map, without the necessity for specific references thereto.

B. Every such description shall be good and sufficient for all purposes to sell, convey, transfer, encumber or otherwise affect not only the Condominium Unit but also any appurtenant Limited Common Elements, the appurtenant undivided interest in the Common Elements and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium Unit as described in the Condominium Documents. Every such description shall be construed to include a nonexclusive easement for ingress and egress to and from an Owner's Condominium Unit as well as the use of all of the General Common Elements and any Limited Common Elements appurtenant to said Condominium Unit.

4. Relation of this Supplement to the Declaration.

A. The provisions contained in this Supplement shall be in amendment, addition and supplemental to the provisions contained in the Condominium Ownership Act of the State of Colorado and those contained in the Declaration. All provisions of the Condominium Documents shall be applicable to the Annexed Property and the Common Elements and Condominium Units created hereby. The definitions used in the Declaration shall automatically be expanded to encompass and refer to the Project as expanded hereby; for example, "Property" shall mean the real property described in Exhibit "A" to the Declaration plus the additional real property described in Exhibit "A" hereto and added to the Project hereby; reference to the Declaration shall mean the Declaration as previously supplemented or supplemented hereby, and reference to the Condominium Map shall mean the original Condominium Map together with any supplemental Condominium Map.

B. The recording of this Supplement shall operate automatically to grant, transfer, and convey to the current Owners of the Condominium Units in the Project, as it existed before such expansion, the respective undivided Proportionate Interests appurtenant thereto in the new Common Elements added to the Project as a result of such expansion and to adjust their Proportionate Interests and Proportionate Shares as described in Exhibit "B" hereto. Such recording shall also operate to vest in any then Mortgagee of any Condominium Unit in the Project, as it existed before such expansion, a security interest in the appurtenant additional undivided interests so acquired by the Owner of the Condominium Unit, but subject to the Condominium Documents.

5. Acceptance of Provisions of All Documents/Waiver of Homestead. Each Owner of a Condominium Unit located upon the Annexed Property, covenants and agrees, by acceptance of any right, title or interest for such Unit, to be bound by the terms and provisions of the Condominium Documents and hereby waives any and all homestead rights and exemptions.

6. Continuing Reservation for Further Expansion. The Declarant continues to reserve the development right to annex, at its sole option, additional property pursuant to Article XVII of the Declaration. The Declarant's development rights under the Declaration may be exercised at different times and as to different portions of the Property or Expansion Property, and so no assurances are made hereby regarding the boundaries of any portion of real property which may be annexed hereafter nor the order in which said portion may be annexed. If the Declarant exercises any right to annex additional portions, the Declarant is not required to exercise any development rights as to any and all portions of the remaining Property or Expansion Property. Any portion of the Property or Expansion Property may be designated as General or Limited Areas or Elements as shown by any plat or map which has been or will be recorded regarding that portion.

7. General.

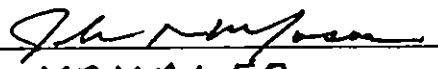
A. If any of the provisions of this instrument or any paragraph, sentence, clause, phrase or word or application thereof in any circumstances shall be invalidated, such invalidity shall not affect the validity of the remainder of this Supplement or of the Declaration, and such invalidity shall not effect the validity of any other provision, paragraph, sentence, clause, phrase or word.

B. That whenever used herein, unless the context shall provide otherwise, the singular number shall include the plural, the plural the singular and the use of any gender shall include all genders.

C. The covenants, terms and provisions of this Supplement and of the Declaration shall be binding upon and shall inure to the benefit of the Declarant, the Association, and each Owner of a Condominium Unit, and the respective heirs, personal representatives, successors and assigns of each of them. Except as amended hereby, the Declaration shall continue in full force and effect in accordance with its provisions, whether unamended or previously amended.

IN WITNESS WHEREOF, the undersigned has executed this supplement to the Declaration this 18th day of May, 2001.

AUTUMN HEIGHTS VENTURE, LLC
a Colorado limited liability company

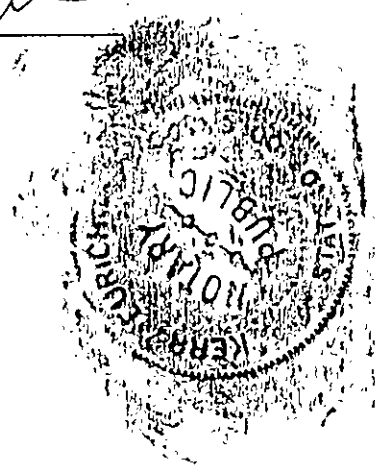
By 
Its: MANAGER

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 18th day of May, 2001, by Jack I. Mason as Manager of Autumn Heights Venture, LLC, a Colorado limited liability company.

Witness my hand and official seal
My commission expires: 2/11/02

Kerry Caird
Notary Public



J. Patrick Kelly El Paso Cty, CO 201065635
05/18/2001 11:17
Doc \$0.00 Page
Rec \$85.00 5 of 17

EXHIBIT "A"
TO
CONDOMINIUM DECLARATION
OF
AUTUMN HEIGHTS TOWNHOMES-A CONDOMINIUM

LEGAL DESCRIPTION

SEE Attached

J. Patrick Kelly El Paso Cty, CO 201065635
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Doc \$0.00 Page
Rec \$85.00 6 of 17

AUTUMN HEIGHTS TOWNHOMES - OVERALL SITE

LOT 1 IN BLOCK 1 IN AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO. SAID TRACT CONTAINS 13.26 ACRES, MORE OR LESS.

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Doc \$0.00 Page
Rec \$85.00 7 of 17

J. Patrick Kelly El Paso Cty, CO
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Doc \$0.00 Page
Rec \$85.00 8 of 17

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AUTUMN HEIGHTS TOWNHOMES, PHASE 9 NORTHWEST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE; THENCE ALONG SAID WESTERLY R.O.W. LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING TWO COURSES: (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 03° 33' 25" (THE LONG CHORD OF WHICH BEARS S 35° 16' 30" W, A LONG CHORD DISTANCE OF 66.54 FEET), AN ARC LENGTH OF 66.55 FEET TO THE NORTHEAST CORNER OF AUTUMN HEIGHTS TOWNHOMES PHASE 1; THENCE ALONG THE NORTHERLY BOUNDARY OF SAID AUTUMN HEIGHTS TOWNHOMES PHASE 1, THE FOLLOWING SIX COURSES: (1) THENCE WESTERLY ALONG THE ARC OF A 193.20 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 45° 13' 57" (THE LONG CHORD OF WHICH BEARS N 83° 10' 20" W, A LONG CHORD DISTANCE OF 148.60 FEET), AN ARC LENGTH OF 152.53 FEET TO A POINT OF COMPOUND CURVATURE; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 12° 05' 11" (THE LONG CHORD OF WHICH BEARS S 68° 10' 05" W, A LONG CHORD DISTANCE OF 54.74 FEET), AN ARC LENGTH OF 54.85 FEET; (3) THENCE CONTINUING SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 08° 59' 57" (THE LONG CHORD OF WHICH BEARS S 57° 37' 31" W, A LONG CHORD DISTANCE OF 40.80 FEET), AN ARC LENGTH OF 40.84 FEET; (4) THENCE S 53° 07' 33" W, A DISTANCE OF 27.93 FEET; (5) THENCE SOUTHWESTERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 24° 27' 33" (THE LONG CHORD OF WHICH BEARS S 65° 21' 19" W, A LONG CHORD DISTANCE OF 42.37 FEET), AN ARC LENGTH OF 42.69 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

(6) THENCE S 77° 35' 06" W, A DISTANCE OF 39.00 FEET TO A POINT ON THE NORTHERLY BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 2; THENCE N 85° 28' 35" W ALONG SAID NORTHERLY BOUNDARY, A DISTANCE OF 65.21 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 7; THENCE ALONG SAID BOUNDARY, THE FOLLOWING TWO COURSES: (1) THENCE N 37° 18' 18" W, A DISTANCE OF 30.19 FEET; (2) THENCE NORTHEASTERLY ALONG THE ARC OF A 219.53 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 36° 24' 46" (THE LONG CHORD OF WHICH BEARS N 17° 46' 19" E, A LONG CHORD DISTANCE OF 137.18 FEET), AN ARC LENGTH OF 139.51 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 3; THENCE ALONG SAID BOUNDARY, THE FOLLOWING THREE COURSES: (1) THENCE CONTINUING NORTHEASTERLY ALONG THE ARC OF A 219.53 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 24° 42' 15" (THE LONG CHORD OF WHICH BEARS N 48° 19' 50" E, A LONG CHORD DISTANCE OF 93.92 FEET), AN ARC LENGTH OF 94.65 FEET; (2) THENCE S 20° 34' 37" E, A DISTANCE OF 44.20 FEET; (3)

J. Patrick Kelly El Paso Cty, CO

05/18/2001 11:17

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Doc \$0.00 Page

Rec \$85.00 9 of 17

THENCE S 02° 02' 59" W, A DISTANCE OF 172.58 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.47 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

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Doc \$0.00 Page

Rec \$85.00 10 of 17

AUTUMN HEIGHTS TOWNHOMES, PHASE 9 SOUTHWEST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST SOUTHWESTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE EASTERLY RIGHT OF WAY OF STAR RANCH ROAD; THENCE S 35° 01' 44" E ALONG THE BOUNDARY OF SAID LOT 1, BLOCK 1, A DISTANCE OF 161.93 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

THENCE CONTINUING S 35° 01' 44" E ALONG THE LAST DESCRIBED COURSE, A DISTANCE OF 112.40 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 6; THENCE N 64° 23' 53" E ALONG SAID BOUNDARY, A DISTANCE OF 69.53 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 5; THENCE NORTHWESTERLY ALONG SAID BOUNDARY AND ALONG THE ARC OF A 195.51 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 34° 36' 41" (THE LONG CHORD OF WHICH BEARS N 16° 04' 40" W, A LONG CHORD DISTANCE OF 116.31 FEET), AN ARC LENGTH OF 118.10 FEET; THENCE N 02° 13' 05" W ALONG SAID BOUNDARY, A DISTANCE OF 63.81 FEET TO A POINT ON THE BOUNDARY OF SAID AUTUMN HEIGHTS TOWNHOMES PHASE 6; THENCE ALONG SAID BOUNDARY, THE FOLLOWING TWO COURSES: (1) THENCE N 84° 54' 13" W, A DISTANCE OF 40.79 FEET; (2) THENCE S 23° 54' 06" W, A DISTANCE OF 128.14 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.34 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

AUTUMN HEIGHTS TOWNHOMES PHASE 9, SOUTHEAST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST SOUTHWESTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE EASTERLY RIGHT OF WAY OF STAR RANCH ROAD; THENCE ALONG THE BOUNDARY OF SAID LOT 1, BLOCK 1, THE FOLLOWING THREE COURSES: (1) THENCE S 35° 01' 44" E, A DISTANCE OF 428.55 FEET TO THE SOUTHERLY ANGLE POINT IN SAID BOUNDARY; (2) THENCE N 50° 15' 25" E, A DISTANCE OF 129.78 FEET TO AN ANGLE POINT THEREON; (3) THENCE N 66° 57' 39" E, A DISTANCE OF 338.11 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 8 AND ALSO BEING THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED; THENCE ALONG SAID BOUNDARY, THE FOLLOWING THREE COURSES: (1) THENCE N 23° 48' 59" W, A DISTANCE OF 77.00 FEET; (2) THENCE N 16° 19' 19" W, A DISTANCE OF 58.84 FEET; (3) THENCE NORTHWESTERLY ALONG THE ARC OF A 125.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 31° 42' 17" (THE LONG CHORD OF WHICH BEARS N 35° 15' 19" W, A LONG CHORD DISTANCE OF 68.29 FEET), AN ARC LENGTH OF 69.17 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 3; THENCE N 52° 37' 01" E ALONG SAID BOUNDARY, A DISTANCE OF 126.45 FEET; THENCE S 81° 21' 11" E ALONG SAID BOUNDARY, A DISTANCE OF 51.62 FEET TO A POINT ON THE EASTERLY BOUNDARY OF SAID LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1; THENCE ALONG SAID BOUNDARY, THE FOLLOWING TWO COURSES : (1) THENCE SOUTHERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 12° 15' 03" (THE LONG CHORD OF WHICH BEARS S 02° 31' 38" W, A LONG CHORD DISTANCE OF 228.78 FEET), AN ARC LENGTH OF 229.21 FEET; (2) THENCE S 66° 57' 39" W, A DISTANCE OF 59.09 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.53 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

EXHIBIT "B"
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4275 Autumn Heights Drive	1/140
B	4275 Autumn Heights Drive	1/140
C	4275 Autumn Heights Drive	1/140
D	4275 Autumn Heights Drive	1/140
E	4275 Autumn Heights Drive	1/140
F	4275 Autumn Heights Drive	1/140
A	4055 Autumn Heights Drive	1/140
B	4055 Autumn Heights Drive	1/140
C	4055 Autumn Heights Drive	1/140
D	4055 Autumn Heights Drive	1/140
E	4055 Autumn Heights Drive	1/140
F	4055 Autumn Heights Drive	1/140
A	460 Autumn Ridge Circle	1/140
B	460 Autumn Ridge Circle	1/140
C	460 Autumn Ridge Circle	1/140
D	460 Autumn Ridge Circle	1/140
A	340 Autumn Ridge Circle	1/140
B	340 Autumn Ridge Circle	1/140
C	340 Autumn Ridge Circle	1/140
D	340 Autumn Ridge Circle	1/140
A	365 Autumn Ridge Circle	1/140
B	365 Autumn Ridge Circle	1/140
C	365 Autumn Ridge Circle	1/140
D	365 Autumn Ridge Circle	1/140
E	365 Autumn Ridge Circle	1/140
F	365 Autumn Ridge Circle	1/140
A	4270 Autumn Heights Drive	1/140
B	4270 Autumn Heights Drive	1/140
C	4270 Autumn Heights Drive	1/140
D	4270 Autumn Heights Drive	1/140
E	4270 Autumn Heights Drive	1/140
F	4270 Autumn Heights Drive	1/140

EXHIBIT "B"
CONTINUED
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4075 Autumn Heights Drive	1/140
B	4075 Autumn Heights Drive	1/140
C	4075 Autumn Heights Drive	1/140
D	4075 Autumn Heights Drive	1/140
E	4075 Autumn Heights Drive	1/140
F	4075 Autumn Heights Drive	1/140
A	4145 Autumn Heights Drive	1/140
B	4145 Autumn Heights Drive	1/140
C	4145 Autumn Heights Drive	1/140
D	4145 Autumn Heights Drive	1/140
E	4145 Autumn Heights Drive	1/140
F	4145 Autumn Heights Drive	1/140
A	4215 Autumn Heights Drive	1/140
B	4215 Autumn Heights Drive	1/140
C	4215 Autumn Heights Drive	1/140
D	4215 Autumn Heights Drive	1/140
A	4245 Autumn Heights Drive	1/140
B	4245 Autumn Heights Drive	1/140
C	4245 Autumn Heights Drive	1/140
D	4245 Autumn Heights Drive	1/140
E	4245 Autumn Heights Drive	1/140
F	4245 Autumn Heights Drive	1/140
A	4120 Autumn Heights Drive	1/140
B	4120 Autumn Heights Drive	1/140
C	4120 Autumn Heights Drive	1/140
D	4120 Autumn Heights Drive	1/140
E	4120 Autumn Heights Drive	1/140
F	4120 Autumn Heights Drive	1/140

EXHIBIT "B"
CONTINUED
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4050 Autumn Heights Drive	1/140
B	4050 Autumn Heights Drive	1/140
C	4050 Autumn Heights Drive	1/140
D	4050 Autumn Heights Drive	1/140
A	4160 Autumn Heights Drive	1/140
B	4160 Autumn Heights Drive	1/140
C	4160 Autumn Heights Drive	1/140
D	4160 Autumn Heights Drive	1/140
A	320 Autumn Ridge Circle	1/140
B	320 Autumn Ridge Circle	1/140
C	320 Autumn Ridge Circle	1/140
D	320 Autumn Ridge Circle	1/140
E	320 Autumn Ridge Circle	1/140
F	320 Autumn Ridge Circle	1/140
A	4090 Autumn Heights Drive	1/140
B	4090 Autumn Heights Drive	1/140
C	4090 Autumn Heights Drive	1/140
D	4090 Autumn Heights Drive	1/140
E	4090 Autumn Heights Drive	1/140
F	4090 Autumn Heights Drive	1/140
A	4095 Autumn Heights Drive	1/140
B	4095 Autumn Heights Drive	1/140
C	4095 Autumn Heights Drive	1/140
D	4095 Autumn Heights Drive	1/140
E	4095 Autumn Heights Drive	1/140
F	4095 Autumn Heights Drive	1/140

EXHIBIT "B"

CONTINUED

TO

DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	360 Autumn Ridge Circle	1/140
B	360 Autumn Ridge Circle	1/140
C	360 Autumn Ridge Circle	1/140
D	360 Autumn Ridge Circle	1/140
A	420 Autumn Ridge Circle	1/140
B	420 Autumn Ridge Circle	1/140
C	420 Autumn Ridge Circle	1/140
D	420 Autumn Ridge Circle	1/140
A	440 Autumn Ridge Circle	1/140
B	440 Autumn Ridge Circle	1/140
C	440 Autumn Ridge Circle	1/140
D	440 Autumn Ridge Circle	1/140
E	440 Autumn Ridge Circle	1/140
F	440 Autumn Ridge Circle	1/140
A	4070 Autumn Heights Drive	1/140
B	4070 Autumn Heights Drive	1/140
C	4070 Autumn Heights Drive	1/140
D	4070 Autumn Heights Drive	1/140
E	4070 Autumn Heights Drive	1/140
F	4070 Autumn Heights Drive	1/140
A	4015 Autumn Heights Drive	1/140
B	4015 Autumn Heights Drive	1/140
C	4015 Autumn Heights Drive	1/140
D	4015 Autumn Heights Drive	1/140
E	4015 Autumn Heights Drive	1/140
F	4015 Autumn Heights Drive	1/140
A	4210 Autumn Heights Drive	1/140
B	4210 Autumn Heights Drive	1/140
C	4210 Autumn Heights Drive	1/140
D	4210 Autumn Heights Drive	1/140

EXHIBIT "B"
CONTINUED
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4230 Autumn Heights Drive	1/140
B	4230 Autumn Heights Drive	1/140
C	4230 Autumn Heights Drive	1/140
D	4230 Autumn Heights Drive	1/140
E	4230 Autumn Heights Drive	1/140
F	4230 Autumn Heights Drive	1/140
A	325 Autumn Heights Drive	1/140
B	325 Autumn Heights Drive	1/140
C	325 Autumn Heights Drive	1/140
D	325 Autumn Heights Drive	1/140
E	325 Autumn Heights Drive	1/140
F	325 Autumn Heights Drive	1/140
A	4140 Autumn Heights Drive	1/140
B	4140 Autumn Heights Drive	1/140
C	4140 Autumn Heights Drive	1/140
D	4140 Autumn Heights Drive	1/140
E	4140 Autumn Heights Drive	1/140
F	4140 Autumn Heights Drive	1/140
A	4250 Autumn Heights Drive	1/140
B	4250 Autumn Heights Drive	1/140
C	4250 Autumn Heights Drive	1/140
D	4250 Autumn Heights Drive	1/140
E	4250 Autumn Heights Drive	1/140
F	4250 Autumn Heights Drive	1/140

J. Patrick Kelly El Paso Cty, CO 201065635
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Doc \$0.00 Page
Rec \$85.00 16 of 17

CONSENT TO SUPPLEMENT

The undersigned lender hereby consents and approves the foregoing Supplement for Phase 9 of Autumn Heights Townhomes--A Condominium annexing the real property described in Exhibit "A" attached thereto.

SIGNED this 7th day of May, 2001.

LENDER:
WELLS FARGO BANK WEST, N.A.

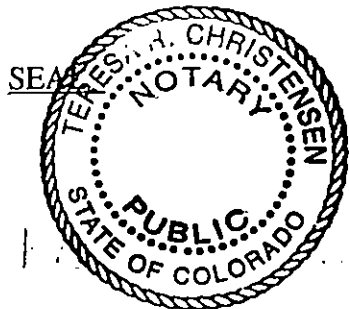
By: Daniel V. Sheehan

By: DANIEL V. SHEEHAN
Title: VICE PRESIDENT

J. Patrick Kelly El Paso Cty, CO 201065635
05/18/2001 11:17
Doc \$0.00 Page
Rec \$85.00 17 of 17

STATE OF COLORADO)
) ss.
COUNTY OF Denver)

The foregoing Consent to Declaration was signed and acknowledged before me this 7th day of May, 2001, by Daniel V. Sheehan as Vice President of Wells Fargo Bank West, NA.



Teresia R. Christensen
Notary Public
Address: 1740 Broadway
Denver CO 80202
My Commission Expires: 3-16-02

My Commission Expires 03/16/2002

El Paso County Clerk & Recorder: Index in Grantee Indexes under Autumn Heights Townhomes, and Autumn Heights Condominium Owners Association, Inc. and under Grantor as Autumn Heights Venture, LLC

SUPPLEMENT/AMENDMENT
CONDOMINIUM DECLARATION
FOR
AUTUMN HEIGHTS TOWNHOMES--A CONDOMINIUM
PHASE 8

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Autumn Heights Venture, LLC, a Colorado limited liability company, (hereinafter called the "Declarant") did cause to be recorded that certain Condominium Declaration for Autumn Heights Townhomes--A Condominium, on Nov 21, 2000, in Reception No. 200141058 of the real property records of the County of El Paso, State of Colorado (hereinafter called the "Declaration"); and

WHEREAS, the Declarant has recorded that certain Condominium Map on Nov 21, 00 in Reception No. 200141059 (hereinafter called the "Condominium Map"); and

WHEREAS, pursuant to the terms and provisions of Article XVII of the Declaration, the Declarant therein, for itself, its successors and assigns, expressly reserved the right to expand the Condominium Project therein described (hereinafter called the "Project") by submitting additional real property and improvements to condominium ownership, thereunder, which expansion could be accomplished pursuant to the terms of the Declaration, without the consent of the Owners of the existing condominium units within the Project by the recording of this Amendment/Supplement (hereinafter called the "Supplement"); and

WHEREAS, the Declarant desires (in accordance with the terms and conditions set forth in the Declaration) to expand further the Project by submitting to condominium ownership the real property described on Exhibit "A" attached hereto and incorporated herein by reference and all improvements located thereon (said real property and improvements are hereinafter called the "Annexed Property"); and

NOW, THEREFORE, the Declarant does hereby publish and declare that the following terms, conditions, covenants, easements, restrictions, uses, limitations and obligations shall be deemed to run with the land encompassing the Annexed Property and shall be a burden and benefit to the undersigned, its successors and assigns and to any person acquiring or owning an interest in the Annexed Property and their grantees, successors, heirs, executors, administrators, devisees or assigns:

J. Patriok Kelly El Paso Cty, CO
05/18/2001 11:17
Doc \$0.00 Page
Rec \$75.00 1 of 15

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1. Submission to Condominium Ownership. Declarant does hereby annex and submit the Annexed Property, together with all improvements thereon and rights appurtenant thereto, to condominium ownership pursuant to the Declaration and the Colorado Common Interest Ownership Act (C.R.S., §38-33.3-101, et seq.) and any other applicable laws and statutes of the State of Colorado. The Declarant hereby declares that the Annexed Property shall be held, sold, used, encumbered, improved, occupied, owned, resided upon, hypothecated and conveyed subject to easements, restrictions, covenants, provisions and conditions of the Declaration, the Condominium Map, the Supplemental Map, this Supplement, the Association's Articles of Incorporation, Bylaws, and rules and regulations, including without any amendments and supplements thereto (all of which are hereinafter collectively called the "Condominium Documents"). All of which are for the purpose of enhancing and protecting the value, desirability and attractiveness of the Annexed Property and all of which shall run with the land and be binding upon all parties having any right, title or interest in the Annexed Property or any part thereof, their heirs, successors and assigns and which shall inure to the benefit of each owner thereof.

2. Division Into Condominium Units. The Annexed Property is hereby divided into Sixteen (16) separate Condominium Units which brings the total number of Condominium Units in the Project to One Hundred Twenty Two (122). Each Condominium Unit consists of a separate fee simple estate in a particular Condominium Unit, an appurtenant undivided fee simple interest in the Common Elements, the appurtenant right to the exclusive use of certain Limited Common Elements, if any are shown by the Condominium Map or Supplemental Map and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium unit as described in the Condominium Documents. The undivided Proportionate Interests in the Common Elements appurtenant to a particular Condominium Unit located upon the Annexed Property and the Property is shown on Exhibit "B" attached hereto and incorporated herein by this reference.

3. Supplement to the Condominium Map.

A. The Declarant has caused to be recorded a supplement to the Condominium Map showing the Condominium Units in the Annexed Property; that supplement was recorded on May 18, 2001 in the real property records of El Paso County, Colorado in Reception No. R.D.101a51632 (herein called the "Supplemental Map"). The Supplemental Map, which is incorporated herein by this reference, shall show and identify the Condominium Units, the General Common Elements, and any Limited Common Elements on the Annexed Property, shall also identify any Unit to which any Limited Common Elements are attached and assigned, and shall otherwise comply with the Condominium Documents and any and all statutory or legal requirements. After the Supplemental Map has been filed for record in the office of the Clerk and Recorder of the County of El Paso, State of Colorado, every contract, deed, lease, mortgage, trust deed, will or other instrument may legally describe a Condominium Unit situated on the Annexed

Property by reference to the Condominium Map, which shall be deemed to include this Supplement and the Supplemental Map, without the necessity for specific references thereto.

B. Every such description shall be good and sufficient for all purposes to sell, convey, transfer, encumber or otherwise affect not only the Condominium Unit but also any appurtenant Limited Common Elements, the appurtenant undivided interest in the Common Elements and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium Unit as described in the Condominium Documents. Every such description shall be construed to include a nonexclusive easement for ingress and egress to and from an Owner's Condominium Unit as well as the use of all of the General Common Elements and any Limited Common Elements appurtenant to said Condominium Unit.

4. Relation of this Supplement to the Declaration.

A. The provisions contained in this Supplement shall be in amendment, addition and supplemental to the provisions contained in the Condominium Ownership Act of the State of Colorado and those contained in the Declaration. All provisions of the Condominium Documents shall be applicable to the Annexed Property and the Common Elements and Condominium Units created hereby. The definitions used in the Declaration shall automatically be expanded to encompass and refer to the Project as expanded hereby; for example, "Property" shall mean the real property described in Exhibit "A" to the Declaration plus the additional real property described in Exhibit "A" hereto and added to the Project hereby; reference to the Declaration shall mean the Declaration as previously supplemented or supplemented hereby, and reference to the Condominium Map shall mean the original Condominium Map together with any supplemental Condominium Map.

B. The recording of this Supplement shall operate automatically to grant, transfer, and convey to the current Owners of the Condominium Units in the Project, as it existed before such expansion, the respective undivided Proportionate Interests appurtenant thereto in the new Common Elements added to the Project as a result of such expansion and to adjust their Proportionate Interests and Proportionate Shares as described in Exhibit "B" hereto. Such recording shall also operate to vest in any then Mortgagee of any Condominium Unit in the Project, as it existed before such expansion, a security interest in the appurtenant additional undivided interests so acquired by the Owner of the Condominium Unit, but subject to the Condominium Documents.

5. Acceptance of Provisions of All Documents/Waiver of Homestead. Each Owner of a Condominium Unit located upon the Annexed Property, covenants and agrees, by acceptance of any right, title or interest for such Unit, to be bound by the terms and provisions of the Condominium Documents and hereby waives any and all homestead rights and exemptions.

6. Continuing Reservation for Further Expansion. The Declarant continues to reserve the development right to annex, at its sole option, additional property pursuant to Article XVII of the Declaration. The Declarant's development rights under the Declaration may be exercised at different times and as to different portions of the Property or Expansion Property, and so no assurances are made hereby regarding the boundaries of any portion of real property which may be annexed hereafter nor the order in which said portion may be annexed. If the Declarant exercises any right to annex additional portions, the Declarant is not required to exercise any development rights as to any and all portions of the remaining Property or Expansion Property. Any portion of the Property or Expansion Property may be designated as General or Limited Areas or Elements as shown by any plat or map which has been or will be recorded regarding that portion.

7. General.

A. If any of the provisions of this instrument or any paragraph, sentence, clause, phrase or word or application thereof in any circumstances shall be invalidated, such invalidity shall not affect the validity of the remainder of this Supplement or of the Declaration, and such invalidity shall not effect the validity of any other provision, paragraph, sentence, clause, phrase or word.

B. That whenever used herein, unless the context shall provide otherwise, the singular number shall include the plural, the plural the singular and the use of any gender shall include all genders.

C. The covenants, terms and provisions of this Supplement and of the Declaration shall be binding upon and shall inure to the benefit of the Declarant, the Association, and each Owner of a Condominium Unit, and the respective heirs, personal representatives, successors and assigns of each of them. Except as amended hereby, the Declaration shall continue in full force and effect in accordance with its provisions, whether unamended or previously amended.

IN WITNESS WHEREOF, the undersigned has executed this supplement to the Declaration this 18TH day of MAY, 2001.

AUTUMN HEIGHTS VENTURE, LLC
a Colorado limited liability company

By *J. Patrick Kelly*
Its: MANAGER

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 18 day of May, 2001, by Jack I. Mason as Manager of Autumn Heights Venture, LLC, a Colorado limited liability company.

Witness my hand and official seal.
My commission expires: 2/11/02

Kerry Furich
Notary Public



J. Patrick Kelly El Paso Cty, CO 201065633
05/18/2001 11:17
Doc \$0.00 Page
Rec \$75.00 5 of 15

EXHIBIT "A"
TO
CONDOMINIUM DECLARATION
OF
AUTUMN HEIGHTS TOWNHOMES-A CONDOMINIUM

LEGAL DESCRIPTION

SEE Attached

J. Patrick Kelly El Paso Cty, CO 201065633
05/18/2001 11:17
Doc \$0.00 Page
Rec \$75.00 6 of 15

AUTUMN HEIGHTS TOWNHOMES - OVERALL SITE

LOT 1 IN BLOCK 1 IN AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO. SAID TRACT CONTAINS 13.26 ACRES, MORE OR LESS.

J. Patrick Kelly El Paso Cty, CO 201065633
05/18/2001 11:17
Doc \$0.00 Page
Rec \$75.00 7 of 15

AUTUMN HEIGHTS TOWNHOMES PHASE 8, SOUTHEAST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST SOUTHWESTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE EASTERLY RIGHT OF WAY OF STAR RANCH ROAD; THENCE ALONG THE BOUNDARY OF SAID LOT 1, BLOCK 1, THE FOLLOWING FOUR COURSES:

(1) THENCE S 35° 01' 44" E, A DISTANCE OF 428.55 FEET TO THE SOUTHERLY ANGLE POINT IN SAID BOUNDARY; (2) THENCE N 50° 15' 25" E, A DISTANCE OF 129.78 FEET TO AN ANGLE POINT THEREON; (3) THENCE N 66° 57' 39" E, A DISTANCE OF 11.56 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

(4) THENCE CONTINUING N 66° 57' 39" E ALONG THE LAST DESCRIBED COURSE, A DISTANCE OF 326.55 FEET; THENCE N 23° 48' 59" W, A DISTANCE OF 77.00 FEET; THENCE N 16° 19' 19" W, A DISTANCE OF 58.84 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF A 125.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 47° 57' 42" (THE LONG CHORD OF WHICH BEARS N 43° 23' 01" W, A LONG CHORD DISTANCE OF 101.61 FEET), AN ARC LENGTH OF 104.64 FEET TO A POINT ON THE SOUTHERLY BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 3; THENCE N 67° 21' 52" W ALONG SAID SOUTHERLY BOUNDARY, A DISTANCE OF 13.05 FEET TO A POINT ON THE EASTERLY BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 5; THENCE ALONG SAID EASTERLY BOUNDARY, THE FOLLOWING THREE COURSES: (1) THENCE S 32° 59' 37" W, A DISTANCE OF 144.91 FEET; (2) THENCE S 08° 21' 42" W, A DISTANCE OF 31.19 FEET; (3) THENCE SOUTHWESTERLY ALONG THE ARC OF A 190.79 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 60° 56' 44" (THE LONG CHORD OF WHICH BEARS S 28° 29' 38" W, A LONG CHORD DISTANCE OF 193.51 FEET), AN ARC LENGTH OF 202.94 FEET TO AN ANGLE POINT IN THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 6; THENCE S 23° 02' 21" E ALONG SAID BOUNDARY, A DISTANCE OF 12.07 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.98 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF: ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

J. Patrick Kelly El Paso Cty, CO
05/18/2001 11:17 201065633
Doc \$0.00 Page
Rec \$75.00 8 of 15

AUTUMN HEIGHTS TOWNHOMES PHASE 8, NORTHEAST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE; THENCE ALONG SAID WESTERLY R.O.W. LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING THREE COURSES: (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 06° 22' 03" (THE LONG CHORD OF WHICH BEARS S 33° 52' 12" W, A LONG CHORD DISTANCE OF 119.07 FEET), AN ARC LENGTH OF 119.13 FEET TO AN ANGLE POINT IN THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 1 AND ALSO BEING THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

(3) THENCE CONTINUING SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 12° 40' 27" (THE LONG CHORD OF WHICH BEARS S 24° 20' 57" W, A LONG CHORD DISTANCE OF 236.65 FEET), AN ARC LENGTH OF 237.13 FEET TO AN ANGLE POINT IN THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 1; THENCE ALONG THE BOUNDARY OF SAID AUTUMN HEIGHTS TOWNHOMES PHASE 1, THE FOLLOWING FIVE COURSES: (1) THENCE WESTERLY ALONG THE ARC OF A 66.32 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 53° 50' 59" (THE LONG CHORD OF WHICH BEARS S 80° 35' 05" W, A LONG CHORD DISTANCE OF 60.06 FEET), AN ARC LENGTH OF 62.33 FEET; (2) THENCE N 31° 28' 33" W, A DISTANCE OF 51.49 FEET; (3) THENCE N 06° 00' 00" W, A DISTANCE OF 156.34 FEET; (4) THENCE N 67° 47' 39" E, A DISTANCE OF 86.22 FEET; (5) THENCE EASTERLY ALONG THE ARC OF A 140.70 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 50° 39' 39" (THE LONG CHORD OF WHICH BEARS S 86° 52' 32" E, A LONG CHORD DISTANCE OF 120.40 FEET), AN ARC LENGTH OF 124.41 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.69 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

J. Patrick Kelly El Paso Cty, CO
05/18/2001 11:17
Doc \$0.00 Page
Rec \$75.00 9 of 15

201065633

EXHIBIT "B"
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4275 Autumn Heights Drive	1/122
B	4275 Autumn Heights Drive	1/122
C	4275 Autumn Heights Drive	1/122
D	4275 Autumn Heights Drive	1/122
E	4275 Autumn Heights Drive	1/122
F	4275 Autumn Heights Drive	1/122
A	4055 Autumn Heights Drive	1/122
B	4055 Autumn Heights Drive	1/122
C	4055 Autumn Heights Drive	1/122
D	4055 Autumn Heights Drive	1/122
E	4055 Autumn Heights Drive	1/122
F	4055 Autumn Heights Drive	1/122
A	460 Autumn Ridge Circle	1/122
B	460 Autumn Ridge Circle	1/122
C	460 Autumn Ridge Circle	1/122
D	460 Autumn Ridge Circle	1/122
A	340 Autumn Ridge Circle	1/122
B	340 Autumn Ridge Circle	1/122
C	340 Autumn Ridge Circle	1/122
D	340 Autumn Ridge Circle	1/122
A	365 Autumn Ridge Circle	1/122
B	365 Autumn Ridge Circle	1/122
C	365 Autumn Ridge Circle	1/122
D	365 Autumn Ridge Circle	1/122
E	365 Autumn Ridge Circle	1/122
F	365 Autumn Ridge Circle	1/122
A	4270 Autumn Heights Drive	1/122
B	4270 Autumn Heights Drive	1/122
C	4270 Autumn Heights Drive	1/122
D	4270 Autumn Heights Drive	1/122
E	4270 Autumn Heights Drive	1/122
F	4270 Autumn Heights Drive	1/122

J. Patrick Kelly El Paso Cty, CO
 Doc 05/18/2001 \$0.00 Page 11:17
 Rec \$75.00 10 of 15
201065633

EXHIBIT "B"
CONTINUED
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4075 Autumn Heights Drive	1/122
B	4075 Autumn Heights Drive	1/122
C	4075 Autumn Heights Drive	1/122
D	4075 Autumn Heights Drive	1/122
E	4075 Autumn Heights Drive	1/122
F	4075 Autumn Heights Drive	1/122
A	4145 Autumn Heights Drive	1/122
B	4145 Autumn Heights Drive	1/122
C	4145 Autumn Heights Drive	1/122
D	4145 Autumn Heights Drive	1/122
E	4145 Autumn Heights Drive	1/122
F	4145 Autumn Heights Drive	1/122
A	4215 Autumn Heights Drive	1/122
B	4215 Autumn Heights Drive	1/122
C	4215 Autumn Heights Drive	1/122
D	4215 Autumn Heights Drive	1/122
A	4245 Autumn Heights Drive	1/122
B	4245 Autumn Heights Drive	1/122
C	4245 Autumn Heights Drive	1/122
D	4245 Autumn Heights Drive	1/122
E	4245 Autumn Heights Drive	1/122
F	4245 Autumn Heights Drive	1/122
A	4120 Autumn Heights Drive	1/122
B	4120 Autumn Heights Drive	1/122
C	4120 Autumn Heights Drive	1/122
D	4120 Autumn Heights Drive	1/122
E	4120 Autumn Heights Drive	1/122
F	4120 Autumn Heights Drive	1/122

J. Patrick Kelly El Paso Cty, CO
 Doc 05/18/2001 11:17 Page
 Rec \$75.00 11 of 15
 201065633

EXHIBIT "B"
CONTINUED
TO
DECLARATION OF COVENANTS, CONDITIONS
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OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4050 Autumn Heights Drive	1/122
B	4050 Autumn Heights Drive	1/122
C	4050 Autumn Heights Drive	1/122
D	4050 Autumn Heights Drive	1/122
A	4160 Autumn Heights Drive	1/122
B	4160 Autumn Heights Drive	1/122
C	4160 Autumn Heights Drive	1/122
D	4160 Autumn Heights Drive	1/122
A	320 Autumn Ridge Circle	1/122
B	320 Autumn Ridge Circle	1/122
C	320 Autumn Ridge Circle	1/122
D	320 Autumn Ridge Circle	1/122
E	320 Autumn Ridge Circle	1/122
F	320 Autumn Ridge Circle	1/122
A	4090 Autumn Heights Drive	1/122
B	4090 Autumn Heights Drive	1/122
C	4090 Autumn Heights Drive	1/122
D	4090 Autumn Heights Drive	1/122
E	4090 Autumn Heights Drive	1/122
F	4090 Autumn Heights Drive	1/122
A	4095 Autumn Heights Drive	1/122
B	4095 Autumn Heights Drive	1/122
C	4095 Autumn Heights Drive	1/122
D	4095 Autumn Heights Drive	1/122
E	4095 Autumn Heights Drive	1/122
F	4095 Autumn Heights Drive	1/122

J. Patrick Kelly El Paso City, CO
 05/18/2001 11:17
 Doc \$0.00 Page
 Rec \$75.00 12 of 15
 201065633

EXHIBIT "B"
CONTINUED
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	360 Autumn Ridge Circle	1/122
B	360 Autumn Ridge Circle	1/122
C	360 Autumn Ridge Circle	1/122
D	360 Autumn Ridge Circle	1/122
A	420 Autumn Ridge Circle	1/122
B	420 Autumn Ridge Circle	1/122
C	420 Autumn Ridge Circle	1/122
D	420 Autumn Ridge Circle	1/122
A	440 Autumn Ridge Circle	1/122
B	440 Autumn Ridge Circle	1/122
C	440 Autumn Ridge Circle	1/122
D	440 Autumn Ridge Circle	1/122
E	440 Autumn Ridge Circle	1/122
F	440 Autumn Ridge Circle	1/122
A	4070 Autumn Heights Drive	1/122
B	4070 Autumn Heights Drive	1/122
C	4070 Autumn Heights Drive	1/122
D	4070 Autumn Heights Drive	1/122
E	4070 Autumn Heights Drive	1/122
F	4070 Autumn Heights Drive	1/122
A	4015 Autumn Heights Drive	1/122
B	4015 Autumn Heights Drive	1/122
C	4015 Autumn Heights Drive	1/122
D	4015 Autumn Heights Drive	1/122
E	4015 Autumn Heights Drive	1/122
F	4015 Autumn Heights Drive	1/122
A	4210 Autumn Heights Drive	1/122
B	4210 Autumn Heights Drive	1/122
C	4210 Autumn Heights Drive	1/122
D	4210 Autumn Heights Drive	1/122

J. Patrick Kelly El Paso Cty, CO
 05/18/2001 11:17
 Doc \$0.00 Page
 Rec \$75.00 13 of 15
 201065633

EXHIBIT "B"
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TO
DECLARATION OF COVENANTS, CONDITIONS
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OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4230 Autumn Heights Drive	1/122
B	4230 Autumn Heights Drive	1/122
C	4230 Autumn Heights Drive	1/122
D	4230 Autumn Heights Drive	1/122
E	4230 Autumn Heights Drive	1/122
F	4230 Autumn Heights Drive	1/122

J. Patrick Kelly El Paso Cty, CO 201065633
05/18/2001 11:17
Doc \$0.00 Page
Reo \$75.00 14 of 15

CONSENT TO SUPPLEMENT

The undersigned lender hereby consents and approves the foregoing Supplement for Phase 8 of Autumn Heights Townhomes--A Condominium annexing the real property described in Exhibit "A" attached thereto.

SIGNED this 13th day of April, 2001.

LENDER:

WELLS FARGO BANK WEST, N.A.

By: Daniel V. Sheehan
Title: VICE PRESIDENT

J. Patrick Kelly El Paso Cty, CO
05/18/2001 11:17
Doc \$0.00 Page
Rec \$75.00 15 of 15

201065633

STATE OF COLORADO)
) ss.
COUNTY OF Denver)

The foregoing Consent to Declaration was signed and acknowledged before me this 13th day of April, 2001, by Daniel V. Sheehan as Vice President of Wells Fargo Bank West, N.A.



Teresa R. Christensen
Notary Public
Address: 1740 Broadway
Denver CO 80202
My Commission Expires: 3/16/02

My Commission Expires 03/16/2002

El Paso County Clerk & Recorder: Index in Grantee Indexes under Autumn Heights Townhomes, and Autumn Heights Condominium Owners Association, Inc. and under Grantor as Autumn Heights Venture, LLC

SUPPLEMENT/AMENDMENT
CONDOMINIUM DECLARATION
FOR
AUTUMN HEIGHTS TOWNHOMES--A CONDOMINIUM
PHASE 6

KNOW ALL MEN BY THESE PRESENTS:


WHEREAS, Autumn Heights Venture, LLC, a Colorado limited liability company, (hereinafter called the "Declarant") did cause to be recorded that certain Condominium Declaration for Autumn Heights Townhomes--A Condominium, on Nov 21, 2000, in Reception No. 200141058 of the real property records of the County of El Paso, State of Colorado (hereinafter called the "Declaration"); and

WHEREAS, the Declarant has recorded that certain Condominium Map on Nov 21, 2000 in Reception No. 200141059 (hereinafter called the "Condominium Map"); and

WHEREAS, pursuant to the terms and provisions of Article XVII of the Declaration, the Declarant therein, for itself, its successors and assigns, expressly reserved the right to expand the Condominium Project therein described (hereinafter called the "Project") by submitting additional real property and improvements to condominium ownership, thereunder, which expansion could be accomplished pursuant to the terms of the Declaration, without the consent of the Owners of the existing condominium units within the Project by the recording of this Amendment/Supplement (hereinafter called the "Supplement"); and

WHEREAS, the Declarant desires (in accordance with the terms and conditions set forth in the Declaration) to expand further the Project by submitting to condominium ownership the real property described on Exhibit "A" attached hereto and incorporated herein by reference and all improvements located thereon (said real property and improvements are hereinafter called the "Annexed Property"); and

NOW, THEREFORE, the Declarant does hereby publish and declare that the following terms, conditions, covenants, easements, restrictions, uses, limitations and obligations shall be deemed to run with the land encompassing the Annexed Property and shall be a burden and benefit to the undersigned, its successors and assigns and to any person acquiring or owning an interest in the Annexed Property and their grantees, successors, heirs, executors, administrators, devisees or assigns:

J. Patrick Kelly El Paso Cty, CO
03/19/2001 12:31 201032644
Doc \$0.00 Page
Rec \$80.00 1 of 16 

1. Submission to Condominium Ownership. Declarant does hereby annex and submit the Annexed Property, together with all improvements thereon and rights appurtenant thereto, to condominium ownership pursuant to the Declaration and the Colorado Common Interest Ownership Act (C.R.S., §38-33.3-101, et seq.) and any other applicable laws and statutes of the State of Colorado. The Declarant hereby declares that the Annexed Property shall be held, sold, used, encumbered, improved, occupied, owned, resided upon, hypothecated and conveyed subject to easements, restrictions, covenants, provisions and conditions of the Declaration, the Condominium Map, the Supplemental Map, this Supplement, the Association's Articles of Incorporation, Bylaws, and rules and regulations, including without any amendments and supplements thereto (all of which are hereinafter collectively called the "Condominium Documents"). All of which are for the purpose of enhancing and protecting the value, desirability and attractiveness of the Annexed Property and all of which shall run with the land and be binding upon all parties having any right, title or interest in the Annexed Property or any part thereof, their heirs, successors and assigns and which shall inure to the benefit of each owner thereof.

2. Division Into Condominium Units. The Annexed Property is hereby divided into Fourteen (14) separate Condominium Units which brings the total number of Condominium Units in the Project to Eighty-Eight (88). Each Condominium Unit consists of a separate fee simple estate in a particular Condominium Unit, an appurtenant undivided fee simple interest in the Common Elements, the appurtenant right to the exclusive use of certain Limited Common Elements, if any are shown by the Condominium Map or Supplemental Map and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium unit as described in the Condominium Documents. The undivided Proportionate Interests in the Common Elements appurtenant to a particular Condominium Unit located upon the Annexed Property and the Property is shown on Exhibit "B" attached hereto and incorporated herein by this reference.

3. Supplement to the Condominium Map.

A. The Declarant has caused to be recorded a supplement to the Condominium Map showing the Condominium Units in the Annexed Property; that supplement was recorded on 3/19/01 in the real property records of El Paso County, Colorado in Reception No. 201032643 (herein called the "Supplemental Map"). The Supplemental Map, which is incorporated herein by this reference, shall show and identify the Condominium Units, the General Common Elements, and any Limited Common Elements on the Annexed Property, shall also identify any Unit to which any Limited Common Elements are attached and assigned, and shall otherwise comply with the Condominium Documents and any and all statutory or legal requirements. After the Supplemental Map has been filed for record in the office of the Clerk and Recorder of the County of El Paso, State of Colorado, every contract, deed, lease, mortgage, trust deed, will or other instrument may legally describe a Condominium Unit situated on the Annexed

J. Patrick Kelly	El Paso Cty, CO	201032644
03/19/2001	12:31	
Doc	\$0.00	Page
Rec	\$80.00	2 of 16

Property by reference to the Condominium Map, which shall be deemed to include this Supplement and the Supplemental Map, without the necessity for specific references thereto.

B. Every such description shall be good and sufficient for all purposes to sell, convey, transfer, encumber or otherwise affect not only the Condominium Unit but also any appurtenant Limited Common Elements, the appurtenant undivided interest in the Common Elements and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium Unit as described in the Condominium Documents. Every such description shall be construed to include a nonexclusive easement for ingress and egress to and from an Owner's Condominium Unit as well as the use of all of the General Common Elements and any Limited Common Elements appurtenant to said Condominium Unit.

4. Relation of this Supplement to the Declaration.

A. The provisions contained in this Supplement shall be in amendment, addition and supplemental to the provisions contained in the Condominium Ownership Act of the State of Colorado and those contained in the Declaration. All provisions of the Condominium Documents shall be applicable to the Annexed Property and the Common Elements and Condominium Units created hereby. The definitions used in the Declaration shall automatically be expanded to encompass and refer to the Project as expanded hereby; for example, "Property" shall mean the real property described in Exhibit "A" to the Declaration plus the additional real property described in Exhibit "A" hereto and added to the Project hereby; reference to the Declaration shall mean the Declaration as previously supplemented or supplemented hereby, and reference to the Condominium Map shall mean the original Condominium Map together with any supplemental Condominium Map.

B. The recording of this Supplement shall operate automatically to grant, transfer, and convey to the current Owners of the Condominium Units in the Project, as it existed before such expansion, the respective undivided Proportionate Interests appurtenant thereto in the new Common Elements added to the Project as a result of such expansion and to adjust their Proportionate Interests and Proportionate Shares as described in Exhibit "B" hereto. Such recording shall also operate to vest in any then Mortgagee of any Condominium Unit in the Project, as it existed before such expansion, a security interest in the appurtenant additional undivided interests so acquired by the Owner of the Condominium Unit, but subject to the Condominium Documents.

5. Acceptance of Provisions of All Documents/Waiver of Homestead. Each Owner of a Condominium Unit located upon the Annexed Property, covenants and agrees, by acceptance of any right, title or interest for such Unit, to be bound by the terms and provisions of the Condominium Documents and hereby waives any and all homestead rights and exemptions.

J. Patrick Kelly	El Paso Cty, CO	201032644
03/19/2001	12:31	
Doc	\$0.00	Page
Rec	\$80.00	3 of 16

6. Continuing Reservation for Further Expansion. The Declarant continues to reserve the development right to annex, at its sole option, additional property pursuant to Article XVII of the Declaration. The Declarant's development rights under the Declaration may be exercised at different times and as to different portions of the Property or Expansion Property, and so no assurances are made hereby regarding the boundaries of any portion of real property which may be annexed hereafter nor the order in which said portion may be annexed. If the Declarant exercises any right to annex additional portions, the Declarant is not required to exercise any development rights as to any and all portions of the remaining Property or Expansion Property. Any portion of the Property or Expansion Property may be designated as General or Limited Areas or Elements as shown by any plat or map which has been or will be recorded regarding that portion.

7. General.

A. If any of the provisions of this instrument or any paragraph, sentence, clause, phrase or word or application thereof in any circumstances shall be invalidated, such invalidity shall not affect the validity of the remainder of this Supplement or of the Declaration, and such invalidity shall not effect the validity of any other provision, paragraph, sentence, clause, phrase or word.

B. That whenever used herein, unless the context shall provide otherwise, the singular number shall include the plural, the plural the singular and the use of any gender shall include all genders.

C. The covenants, terms and provisions of this Supplement and of the Declaration shall be binding upon and shall inure to the benefit of the Declarant, the Association, and each Owner of a Condominium Unit, and the respective heirs, personal representatives, successors and assigns of each of them. Except as amended hereby, the Declaration shall continue in full force and effect in accordance with its provisions, whether unamended or previously amended.

IN WITNESS WHEREOF, the undersigned has executed this supplement to the Declaration this 16TH day of MARCH, 2001.

AUTUMN HEIGHTS VENTURE, LLC
a Colorado limited liability company

By J. Patrick Kelly
Its: MANAGER

J. Patrick Kelly	El Paso Cty, CO	201032644
03/19/2001	12:31	
Doc	\$0.00	Page
Rec	\$80.00	4 of 16

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 16th day of March, 2001, by JACK I. MASON as MANAGER of, Autumn Heights Venture, LLC, a Colorado limited liability company.

Witness my hand and official seal.
My commission expires: 2/14/02

Kerry Garcia
Notary Public

J. Patrick Kelly El Paso Cty, CO 201032644
03/19/2001 12:31
Doc \$0.00 Page
Rec \$80.00 5 of 16



EXHIBIT "A"
TO
CONDOMINIUM DECLARATION
OF
AUTUMN HEIGHTS TOWNHOMES-A CONDOMINIUM

LEGAL DESCRIPTION

See Attached

J. Patrick Kelly	El Paso Cty, CO	201032644
03/19/2001	12:31	
Doc	\$0.00	Page
Rec	\$80.00	6 of 16

J. Patrick Kelly El Paso Cty, CO
03/19/2001 12:31 201032644
Doc \$0.00 Page
Reo \$80.00 7 of 16

AUTUMN HEIGHTS TOWNHOMES - OVERALL SITE

LOT 1 IN BLOCK 1 IN AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO. SAID TRACT CONTAINS 13.26 ACRES, MORE OR LESS.

J. Patrick Kelly El Paso Cty, CO 201032644
03/19/2001 12:31
Doc \$0.00 Page
Rec \$80.00 8 of 16

AUTUMN HEIGHTS TOWNHOMES, PHASE 6, SOUTHWEST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST SOUTHWESTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE EASTERLY RIGHT OF WAY OF STAR RANCH ROAD; THENCE N 46° 00' 00" E ALONG SAID EASTERLY R.O.W. LINE AND THE WESTERLY LINE OF SAID LOT 1, A DISTANCE OF 214.21 FEET; THENCE S 20° 29' 55" E, A DISTANCE OF 88.92 FEET; THENCE S 65° 24' 43" E, A DISTANCE OF 59.17 FEET; THENCE S 17° 32' 33" W, A DISTANCE OF 66.03 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 5; THENCE N 84° 54' 13" W ALONG SAID BOUNDARY LINE, A DISTANCE OF 33.77 FEET TO AN ANGLE IN THE BOUNDARY OF SAID PHASE 5; THENCE CONTINUING N 84° 54' 13" W ALONG THE WESTERLY PROLONGATION OF SAID BOUNDARY, A DISTANCE OF 40.79 FEET; THENCE S 23° 54' 06" W, A DISTANCE OF 128.14 FEET TO A POINT ON THE BOUNDARY OF SAID LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1; THENCE N 35° 01' 44" W ALONG SAID BOUNDARY, A DISTANCE OF 161.93 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.66 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

J. Patrick Kelly El Paso Cty, CO 201032644
03/19/2001 12:31
Doc \$0.00 Page
Rec \$80.00 9 of 16

AUTUMN HEIGHTS TOWNHOMES, PHASE 6, SOUTHEAST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST SOUTHWESTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE EASTERLY RIGHT OF WAY OF STAR RANCH ROAD; THENCE S 35° 01' 44" E ALONG THE BOUNDARY OF SAID LOT 1, BLOCK 1, A DISTANCE OF 274.33 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

THENCE CONTINUING S 35° 01' 44" E ALONG THE LAST DESCRIBED COURSE, A DISTANCE OF 154.22 FEET TO THE MOST SOUTHERLY ANGLE POINT ON THE BOUNDARY OF SAID LOT 1, BLOCK 1; THENCE CONTINUING ALONG THE BOUNDARY OF SAID LOT 1, BLOCK 1, THE FOLLOWING TWO COURSES: (1) THENCE N 50° 15' 25" E, A DISTANCE OF 129.78 FEET; (2) THENCE N 66° 57' 39" E, A DISTANCE OF 11.56 FEET; THENCE N 23° 02' 21" W, A DISTANCE OF 12.07 FEET TO A POINT OF COMPOUND CURVATURE ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES, PHASE 5; THENCE ALONG SAID BOUNDARY, THE FOLLOWING TWO COURSES: (1) THENCE WESTERLY ALONG THE ARC OF A 80.28 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 67° 44' 52" (THE LONG CHORD OF WHICH BEARS N 82° 43' 08" W, A LONG CHORD DISTANCE OF 89.49 FEET), AN ARC LENGTH OF 94.93 FEET TO A POINT OF COMPOUND CURVATURE; (2) THENCE NORTHWESTERLY ALONG THE ARC OF A 195.51 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 18° 33' 56" (THE LONG CHORD OF WHICH BEARS N 42° 39' 59" W, A LONG CHORD DISTANCE OF 63.07 FEET), AN ARC LENGTH OF 63.35 FEET; THENCE S 64° 23' 53" W, A DISTANCE OF 69.53 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.29 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

J. Patrick Kelly - El Paso Cty, CO
03/19/2001 12:31 201032644
Doc \$0.00 Page
Rec \$80.00 10 of 16

AUTUMN HEIGHTS TOWNHOMES, PHASE 6, NORTHWEST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE; THENCE ALONG SAID WESTERLY R.O.W. LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING THREE COURSES: (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 03° 33' 25" (THE LONG CHORD OF WHICH BEARS S 35° 16' 30" W, A LONG CHORD DISTANCE OF 66.54 FEET), AN ARC LENGTH OF 66.55 FEET TO THE NORTHEAST CORNER OF AUTUMN HEIGHTS TOWNHOMES PHASE 1; THENCE ALONG THE NORTHERLY AND WESTERLY BOUNDARY OF SAID AUTUMN HEIGHTS TOWNHOMES PHASE 1, THE FOLLOWING NINE COURSES: (1) THENCE WESTERLY ALONG THE ARC OF A 193.20 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 45° 13' 57" (THE LONG CHORD OF WHICH BEARS N 83° 10' 20" W, A LONG CHORD DISTANCE OF 148.60 FEET), AN ARC LENGTH OF 152.53 FEET TO A POINT OF COMPOUND CURVATURE; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 12° 05' 11" (THE LONG CHORD OF WHICH BEARS S 68° 10' 05" W, A LONG CHORD DISTANCE OF 54.74 FEET), AN ARC LENGTH OF 54.85 FEET; (3) THENCE CONTINUING SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 08° 59' 57" (THE LONG CHORD OF WHICH BEARS S 57° 37' 31" W, A LONG CHORD DISTANCE OF 40.80 FEET), AN ARC LENGTH OF 40.84 FEET; (4) THENCE S 53° 07' 33" W, A DISTANCE OF 27.93 FEET; (5) THENCE NORTHEASTERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 24° 27' 33" (THE LONG CHORD OF WHICH BEARS S 65° 21' 19" W, A LONG CHORD DISTANCE OF 42.37 FEET), AN ARC LENGTH OF 42.69 FEET; (6) THENCE S 77° 35' 06" W, A DISTANCE OF 39.00 FEET; (7) THENCE S 22° 40' 19" E, A DISTANCE OF 66.90 FEET; (8) THENCE S 14° 04' 07" W, A DISTANCE OF 146.40 FEET; (9) THENCE S 37° 48' 27" W, A DISTANCE OF 35.69 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 2; THENCE ALONG SAID BOUNDARY, THE FOLLOWING FOUR COURSES: (1) THENCE N 62° 20' 31" W, A DISTANCE OF 125.20 FEET; (2) THENCE N 25° 21' 20" E, A DISTANCE OF 27.66 FEET; (3) THENCE NORTHEASTERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 16° 17' 09" (THE LONG CHORD OF WHICH BEARS N 17° 12' 45" E, A LONG CHORD DISTANCE OF 28.33 FEET), AN ARC LENGTH OF 28.42 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED; (3) THENCE CONTINUING NORTHEASTERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 04° 32' 46" (THE LONG CHORD OF WHICH BEARS N 06° 47' 48" E, A LONG CHORD DISTANCE OF 7.93 FEET), AN ARC LENGTH OF 7.93 FEET; (4) THENCE N 04° 31' 25" E, A DISTANCE OF 123.10 FEET; THENCE N 76° 10' 56" W, A DISTANCE OF 86.70 FEET TO A POINT ON THE WESTERLY BOUNDARY OF SAID LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO.1; THENCE ALONG SAID BOUNDARY, THE FOLLOWING TWO COURSES: (1) THENCE SOUTHERLY ALONG THE ARC OF A 350.00 FOOT RADIUS CURVE TO THE LEFT THROUGH

J. Patrick Kelly El Paso Cty, CO
03/19/2001 12:31 201032644
Doc \$0.00 Page
Rec \$80.00 11 of 16

A CENTRAL ANGLE OF 07° 24' 05" (THE LONG CHORD OF WHICH BEARS S 01° 41' 36" W, A LONG CHORD DISTANCE OF 45.18 FEET), AN ARC LENGTH OF 45.21 FEET; (2) THENCE SOUTHERLY ALONG THE ARC OF A 255.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 21° 01' 03" (THE LONG CHORD OF WHICH BEARS S 08° 28' 01" W, A LONG CHORD DISTANCE OF 93.02 FEET), AN ARC LENGTH OF 93.54 FEET; THENCE S 80° 55' 49" E, A DISTANCE OF 89.70 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.26 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

EXHIBIT "B"
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

Condominium Unit	Building	Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights
A	4275 Autumn Heights Drive	1/88
B	4275 Autumn Heights Drive	1/88
C	4275 Autumn Heights Drive	1/88
D	4275 Autumn Heights Drive	1/88
E	4275 Autumn Heights Drive	1/88
F	4275 Autumn Heights Drive	1/88
A	4055 Autumn Heights Drive	1/88
B	4055 Autumn Heights Drive	1/88
C	4055 Autumn Heights Drive	1/88
D	4055 Autumn Heights Drive	1/88
E	4055 Autumn Heights Drive	1/88
F	4055 Autumn Heights Drive	1/88
A	460 Autumn Ridge Circle	1/88
B	460 Autumn Ridge Circle	1/88
C	460 Autumn Ridge Circle	1/88
D	460 Autumn Ridge Circle	1/88
A	340 Autumn Ridge Circle	1/88
B	340 Autumn Ridge Circle	1/88
C	340 Autumn Ridge Circle	1/88
D	340 Autumn Ridge Circle	1/88
A	365 Autumn Ridge Circle	1/88
B	365 Autumn Ridge Circle	1/88
C	365 Autumn Ridge Circle	1/88
D	365 Autumn Ridge Circle	1/88
E	365 Autumn Ridge Circle	1/88
F	365 Autumn Ridge Circle	1/88
A	4270 Autumn Heights Drive	1/88
B	4270 Autumn Heights Drive	1/88
C	4270 Autumn Heights Drive	1/88
D	4270 Autumn Heights Drive	1/88
E	4270 Autumn Heights Drive	1/88
F	4270 Autumn Heights Drive	1/88

EXHIBIT "B"
 CONTINUED
 TO
 DECLARATION OF COVENANTS, CONDITIONS
 AND RESTRICTIONS OF
 AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4075 Autumn Heights Drive	1/88
B	4075 Autumn Heights Drive	1/88
C	4075 Autumn Heights Drive	1/88
D	4075 Autumn Heights Drive	1/88
E	4075 Autumn Heights Drive	1/88
F	4075 Autumn Heights Drive	1/88
A	4145 Autumn Heights Drive	1/88
B	4145 Autumn Heights Drive	1/88
C	4145 Autumn Heights Drive	1/88
D	4145 Autumn Heights Drive	1/88
E	4145 Autumn Heights Drive	1/88
F	4145 Autumn Heights Drive	1/88
A	4215 Autumn Heights Drive	1/88
B	4215 Autumn Heights Drive	1/88
C	4215 Autumn Heights Drive	1/88
D	4215 Autumn Heights Drive	1/88
A	4245 Autumn Heights Drive	1/88
B	4245 Autumn Heights Drive	1/88
C	4245 Autumn Heights Drive	1/88
D	4245 Autumn Heights Drive	1/88
E	4245 Autumn Heights Drive	1/88
F	4245 Autumn Heights Drive	1/88

EXHIBIT "B"
 CONTINUED
 TO
 DECLARATION OF COVENANTS, CONDITIONS
 AND RESTRICTIONS OF
 AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	360 Autumn Ridge Circle	1/88
B	360 Autumn Ridge Circle	1/88
C	360 Autumn Ridge Circle	1/88
D	360 Autumn Ridge Circle	1/88
A	420 Autumn Ridge Circle	1/88
B	420 Autumn Ridge Circle	1/88
C	420 Autumn Ridge Circle	1/88
D	420 Autumn Ridge Circle	1/88
A	440 Autumn Ridge Circle	1/88
B	440 Autumn Ridge Circle	1/88
C	440 Autumn Ridge Circle	1/88
D	440 Autumn Ridge Circle	1/88
E	440 Autumn Ridge Circle	1/88
F	440 Autumn Ridge Circle	1/88
A	4070 Autumn Heights Drive	1/88
B	4070 Autumn Heights Drive	1/88
C	4070 Autumn Heights Drive	1/88
D	4070 Autumn Heights Drive	1/88
E	4070 Autumn Heights Drive	1/88
F	4070 Autumn Heights Drive	1/88

EXHIBIT "B"
 CONTINUED
 TO
 DECLARATION OF COVENANTS, CONDITIONS
 AND RESTRICTIONS OF
 AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM
 OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4050 Autumn Heights Drive	1/88
B	4050 Autumn Heights Drive	1/88
C	4050 Autumn Heights Drive	1/88
D	4050 Autumn Heights Drive	1/88
A	4120 Autumn Heights Drive	1/88
B	4120 Autumn Heights Drive	1/88
C	4120 Autumn Heights Drive	1/88
D	4120 Autumn Heights Drive	1/88
E	4120 Autumn Heights Drive	1/88
F	4120 Autumn Heights Drive	1/88
A	4160 Autumn Heights Drive	1/88
B	4160 Autumn Heights Drive	1/88
C	4160 Autumn Heights Drive	1/88
D	4160 Autumn Heights Drive	1/88

CONSENT TO SUPPLEMENT

The undersigned lender hereby consents and approves the foregoing Supplement for Phase 6 of Autumn Heights Townhomes--A Condominium annexing the real property described in Exhibit "A" attached thereto.

SIGNED this 6th day of March, 2001.

LENDER:

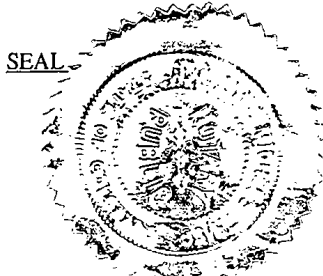
WELLS FARGO BANK WEST, N.A.

By: Daniel V. Sheehan
Title: VICE PRESIDENT


STATE OF COLORADO)
) ss.
COUNTY OF Denver)
~~EL PASO~~)

J. Patrick Kelly El Paso Cty, CO 201032644
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Doc \$0.00 Page
Rec \$80.00 16 of 16

The foregoing Consent to Declaration was signed and acknowledged before me this 10th day of March, 2001, by Daniel V. Sheehan as Vice President of Wells Fargo Bank West, N.A.



Adrienne M. Trigg
Notary Public
Address: 1740 Broadway
Denver, CO
My Commission Expires: 8/14/02

J. Patriok Kelly El Paso Cty, CO 201021174
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Doc \$0.00 Page
Rec \$65.00 1 of 13 

El Paso County Clerk & Recorder: Index in Grantee Indexes under Autumn Heights Townhomes, and Autumn Heights Condominium Owners Association, Inc. and under Grantor as Autumn Heights Venture, LLC

SUPPLEMENT/AMENDMENT
CONDOMINIUM DECLARATION
FOR
AUTUMN HEIGHTS TOWNHOMES--A CONDOMINIUM
PHASE 5

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Autumn Heights Venture, LLC, a Colorado limited liability company, (hereinafter called the "Declarant") did cause to be recorded that certain Condominium Declaration for Autumn Heights Townhomes--A Condominium, on Nov 21, 2000, in Reception No. 200141058 of the real property records of the County of El Paso, State of Colorado (hereinafter called the "Declaration"); and

WHEREAS, the Declarant has recorded that certain Condominium Map on Nov 21, 2000 in Reception No. 200141059 (hereinafter called the "Condominium Map"); and

WHEREAS, pursuant to the terms and provisions of Article XVII of the Declaration, the Declarant therein, for itself, its successors and assigns, expressly reserved the right to expand the Condominium Project therein described (hereinafter called the "Project") by submitting additional real property and improvements to condominium ownership, thereunder, which expansion could be accomplished pursuant to the terms of the Declaration, without the consent of the Owners of the existing condominium units within the Project by the recording of this Amendment/Supplement (hereinafter called the "Supplement"); and

WHEREAS, the Declarant desires (in accordance with the terms and conditions set forth in the Declaration) to expand further the Project by submitting to condominium ownership the real property described on Exhibit "A" attached hereto and incorporated herein by reference and all improvements located thereon (said real property and improvements are hereinafter called the "Annexed Property"); and

NOW, THEREFORE, the Declarant does hereby publish and declare that the following terms, conditions, covenants, easements, restrictions, uses, limitations and obligations shall be deemed to run with the land encompassing the Annexed Property and shall be a burden and benefit to the undersigned, its successors and assigns and to any person acquiring or owning an interest in the Annexed Property and their grantees, successors, heirs, executors, administrators, devisees or assigns:

1. Submission to Condominium Ownership. Declarant does hereby annex and submit the Annexed Property, together with all improvements thereon and rights appurtenant thereto, to condominium ownership pursuant to the Declaration and the Colorado Common Interest Ownership Act (C.R.S., §38-33.3-101, et seq.) and any other applicable laws and statutes of the State of Colorado. The Declarant hereby declares that the Annexed Property shall be held, sold, used, encumbered, improved, occupied, owned, resided upon, hypothecated and conveyed subject to easements, restrictions, covenants, provisions and conditions of the Declaration, the Condominium Map, the Supplemental Map, this Supplement, the Association's Articles of Incorporation, Bylaws, and rules and regulations, including without any amendments and supplements thereto (all of which are hereinafter collectively called the "Condominium Documents"). All of which are for the purpose of enhancing and protecting the value, desirability and attractiveness of the Annexed Property and all of which shall run with the land and be binding upon all parties having any right, title or interest in the Annexed Property or any part thereof, their heirs, successors and assigns and which shall inure to the benefit of each owner thereof.

2. Division Into Condominium Units. The Annexed Property is hereby divided into Twenty-Two (22) separate Condominium Units which brings the total number of Condominium Units in the Project to Seventy-four (74). Each Condominium Unit consists of a separate fee simple estate in a particular Condominium Unit, an appurtenant undivided fee simple interest in the Common Elements, the appurtenant right to the exclusive use of certain Limited Common Elements, if any are shown by the Condominium Map or Supplemental Map and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium unit as described in the Condominium Documents. The undivided Proportionate Interests in the Common Elements appurtenant to a particular Condominium Unit located upon the Annexed Property and the Property is shown on Exhibit "B" attached hereto and incorporated herein by this reference.

3. Supplement to the Condominium Map.

A. The Declarant has caused to be recorded a supplement to the Condominium Map showing the Condominium Units in the Annexed Property; that supplement was recorded on Feb 22, 2001 in the real property records of El Paso County, Colorado in Reception No. 201021173 (herein called the "Supplemental Map"). The Supplemental Map, which is incorporated herein by this reference, shall show and identify the Condominium Units, the General Common Elements, and any Limited Common Elements on the Annexed Property, shall also identify any Unit to which any Limited Common Elements are attached and assigned, and shall otherwise comply with the Condominium Documents and any and all statutory or legal requirements. After the Supplemental Map has been filed for record in the office of the Clerk and Recorder of the County of El Paso, State of Colorado, every contract, deed, lease, mortgage, trust deed, will or other instrument may legally describe a Condominium Unit situated on the Annexed

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Rec	\$65.00	2 of 13

Property by reference to the Condominium Map, which shall be deemed to include this Supplement and the Supplemental Map, without the necessity for specific references thereto.

B. Every such description shall be good and sufficient for all purposes to sell, convey, transfer, encumber or otherwise affect not only the Condominium Unit but also any appurtenant Limited Common Elements, the appurtenant undivided interest in the Common Elements and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium Unit as described in the Condominium Documents. Every such description shall be construed to include a nonexclusive easement for ingress and egress to and from an Owner's Condominium Unit as well as the use of all of the General Common Elements and any Limited Common Elements appurtenant to said Condominium Unit.

4. Relation of this Supplement to the Declaration.

A. The provisions contained in this Supplement shall be in amendment, addition and supplemental to the provisions contained in the Condominium Ownership Act of the State of Colorado and those contained in the Declaration. All provisions of the Condominium Documents shall be applicable to the Annexed Property and the Common Elements and Condominium Units created hereby. The definitions used in the Declaration shall automatically be expanded to encompass and refer to the Project as expanded hereby; for example, "Property" shall mean the real property described in Exhibit "A" to the Declaration plus the additional real property described in Exhibit "A" hereto and added to the Project hereby; reference to the Declaration shall mean the Declaration as previously supplemented or supplemented hereby, and reference to the Condominium Map shall mean the original Condominium Map together with any supplemental Condominium Map.

B. The recording of this Supplement shall operate automatically to grant, transfer, and convey to the current Owners of the Condominium Units in the Project, as it existed before such expansion, the respective undivided Proportionate Interests appurtenant thereto in the new Common Elements added to the Project as a result of such expansion and to adjust their Proportionate Interests and Proportionate Shares as described in Exhibit "B" hereto. Such recording shall also operate to vest in any then Mortgagee of any Condominium Unit in the Project, as it existed before such expansion, a security interest in the appurtenant additional undivided interests so acquired by the Owner of the Condominium Unit, but subject to the Condominium Documents.

5. Acceptance of Provisions of All Documents/Waiver of Homestead. Each Owner of a Condominium Unit located upon the Annexed Property, covenants and agrees, by acceptance of any right, title or interest for such Unit, to be bound by the terms and provisions of the Condominium Documents and hereby waives any and all homestead rights and exemptions.

6. Continuing Reservation for Further Expansion. The Declarant continues to reserve the development right to annex, at its sole option, additional property pursuant to Article XVII of the Declaration. The Declarant's development rights under the Declaration may be exercised at different times and as to different portions of the Property or Expansion Property, and so no assurances are made hereby regarding the boundaries of any portion of real property which may be annexed hereafter nor the order in which said portion may be annexed. If the Declarant exercises any right to annex additional portions, the Declarant is not required to exercise any development rights as to any and all portions of the remaining Property or Expansion Property. Any portion of the Property or Expansion Property may be designated as General or Limited Areas or Elements as shown by any plat or map which has been or will be recorded regarding that portion.

7. General.

A. If any of the provisions of this instrument or any paragraph, sentence, clause, phrase or word or application thereof in any circumstances shall be invalidated, such invalidity shall not affect the validity of the remainder of this Supplement or of the Declaration, and such invalidity shall not effect the validity of any other provision, paragraph, sentence, clause, phrase or word.

B. That whenever used herein, unless the context shall provide otherwise, the singular number shall include the plural, the plural the singular and the use of any gender shall include all genders.

C. The covenants, terms and provisions of this Supplement and of the Declaration shall be binding upon and shall inure to the benefit of the Declarant, the Association, and each Owner of a Condominium Unit, and the respective heirs, personal representatives, successors and assigns of each of them. Except as amended hereby, the Declaration shall continue in full force and effect in accordance with its provisions, whether unamended or previously amended.

IN WITNESS WHEREOF, the undersigned has executed this supplement to the Declaration this 21st day of FEBRUARY, 2000. X

AUTUMN HEIGHTS VENTURE, LLC
a Colorado limited liability company

By *Julie Dwyer*
Its: MANAGER

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Doc \$0.00 Page
Rec \$65.00 4 of 13

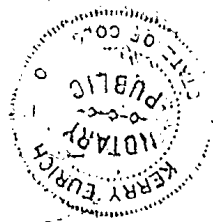
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STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 21st day of Feb, 2001, by Jack E. Mason as Manager of Autumn Heights Venture, LLC, a Colorado limited liability company.

Witness my hand and official seal.
My commission expires: 2/11/02

Kerry Gurich
Notary Public



J. Patrick Kelly El Paso Cty, CO 201021174
02/22/2001 10:51
Doc \$0.00 Page
Rec \$65.00 5 of 13

EXHIBIT "A"
TO
CONDOMINIUM DECLARATION
OF
AUTUMN HEIGHTS TOWNHOMES-A CONDOMINIUM

LEGAL DESCRIPTION

See attached.

J. Patriok Kelly	El Paso Cty, CO	201021174
02/22/2001	10:51	
Doc	\$0.00	Page
Rec	\$65.00	6 of 13

AUTUMN HEIGHTS TOWNHOMES - OVERALL SITE

LOT 1 IN BLOCK 1 IN AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO. SAID TRACT CONTAINS 13.26 ACRES, MORE OR LESS.

J. Patriok Kelly	El Paso Cty, CO	201021174
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Doc	\$0.00	Page
Rec	\$65.00	7 of 13

J. Patriok Kelly El Paso Cty, CO 201021174
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Doc \$0.00 Page
Rec \$65.00 8 of 13

AUTUMN HEIGHTS TOWNHOMES, PHASE 5

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE; THENCE ALONG SAID WESTERLY R.O.W. LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING TWO COURSES: (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 03° 33' 25" (THE LONG CHORD OF WHICH BEARS S 35° 16' 30" W, A LONG CHORD DISTANCE OF 66.54 FEET), AN ARC LENGTH OF 66.55 FEET TO THE POINT OF INTERSECTION WITH THE NORTHERLY BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 1; THENCE ALONG THE NORTHERLY AND WESTERLY BOUNDARY OF SAID AUTUMN HEIGHTS TOWNHOMES PHASE 1, THE FOLLOWING TWELVE COURSES: (1) THENCE WESTERLY ALONG THE ARC OF A 193.20 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 45° 13' 57" (THE LONG CHORD OF WHICH BEARS N 83° 10' 20" W, A LONG CHORD DISTANCE OF 148.60 FEET), AN ARC LENGTH OF 152.53 FEET TO A POINT OF COMPOUND CURVATURE; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 12° 05' 11" (THE LONG CHORD OF WHICH BEARS S 68° 10' 05" W, A LONG CHORD DISTANCE OF 54.74 FEET), AN ARC LENGTH OF 54.85 FEET; (3) THENCE CONTINUING SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 08° 59' 57" (THE LONG CHORD OF WHICH BEARS S 57° 37' 31" W, A LONG CHORD DISTANCE OF 40.80 FEET), AN ARC LENGTH OF 40.84 FEET; (4) THENCE S 53° 07' 33" W, A DISTANCE OF 27.93 FEET; (5) THENCE SOUTHWESTERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 24° 27' 33" (THE LONG CHORD OF WHICH BEARS S 65° 21' 19" W, A LONG CHORD DISTANCE OF 42.37 FEET), AN ARC LENGTH OF 42.69 FEET; (6) THENCE S 77° 35' 06" W, A DISTANCE OF 39.00 FEET; (7) THENCE S 22° 40' 19" E, A DISTANCE OF 66.90 FEET; (8) THENCE S 14° 04' 07" W, A DISTANCE OF 146.40 FEET; (9) THENCE S 37° 48' 27" W, A DISTANCE OF 35.69 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

(10) THENCE CONTINUING S 37° 48' 27" W, A DISTANCE OF 18.34 FEET; (11) THENCE SOUTHEASTERLY ALONG THE ARC OF A 40.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 101° 20' 11" (THE LONG CHORD OF WHICH BEARS S 12° 51' 38" E, A LONG CHORD DISTANCE OF 61.88 FEET), AN ARC LENGTH OF 70.75 FEET; (12) THENCE S 63° 31' 44" E, A DISTANCE OF 6.07 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 3; THENCE ALONG SAID BOUNDARY, THE FOLLOWING FOUR COURSES: (1) THENCE SOUTHERLY ALONG THE ARC OF A 131.23 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 13° 26' 09" (THE LONG CHORD OF WHICH BEARS S 19° 45' 11" W, A LONG CHORD DISTANCE OF 30.70 FEET), AN ARC LENGTH OF 30.77 FEET; (2) THENCE S 13° 02' 07" W, A DISTANCE OF 9.80 FEET; (3) THENCE SOUTHWESTERLY ALONG THE ARC OF A 147.60 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 20° 44' 08" (THE LONG CHORD

OF WHICH BEARS S 23° 24' 11" W, A LONG CHORD DISTANCE OF 53.13 FEET), AN ARC LENGTH OF 53.42 FEET; (4) THENCE S 67° 21' 52" E, A DISTANCE OF 31.83 FEET; THENCE S 32° 59' 37" W, A DISTANCE OF 144.91 FEET; THENCE S 08° 21' 42" W, A DISTANCE OF 31.19 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF A NON-TANGENTIAL 190.79 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 60° 56' 44" (THE LONG CHORD OF WHICH BEARS S 28° 29' 38" W, A LONG CHORD DISTANCE OF 193.51 FEET), AN ARC LENGTH OF 202.94 FEET; THENCE WESTERLY ALONG THE ARC OF A NON-TANGENTIAL 80.28 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 67° 44' 52" (THE LONG CHORD OF WHICH BEARS N 82° 43' 08" W, A LONG CHORD DISTANCE OF 89.49 FEET), AN ARC LENGTH OF 94.93 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF A 181.45 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 53° 10' 37" (THE LONG CHORD OF WHICH BEARS N 25° 21' 38" W, A LONG CHORD DISTANCE OF 175.01 FEET), AN ARC LENGTH OF 181.45 FEET; THENCE N 02° 13' 05" W, A DISTANCE OF 63.81 FEET; THENCE S 84° 54' 13" E, A DISTANCE OF 157.63 FEET; THENCE N 07° 52' 25" E, A DISTANCE OF 178.32 FEET; THENCE N 67° 28' 48" W, A DISTANCE OF 51.42 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 4; THENCE ALONG SAID BOUNDARY, THE FOLLOWING THREE COURSES: (1) THENCE NORTHEASTERLY ALONG THE ARC OF A 219.40 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 22° 38' 57" (THE LONG CHORD OF WHICH BEARS N 49° 30' 22" E, A LONG CHORD DISTANCE OF 86.17 FEET), AN ARC LENGTH OF 86.73 FEET; (2) THENCE N 38° 10' 54" E, A DISTANCE OF 34.09 FEET; (3) THENCE NORTHEASTERLY ALONG THE ARC OF A 304.74 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 10° 31' 25" (THE LONG CHORD OF WHICH BEARS N 32° 55' 11" E, A LONG CHORD DISTANCE OF 55.89 FEET), AN ARC LENGTH OF 55.97 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 2; THENCE S 62° 20' 31" E ALONG SAID BOUNDARY, A DISTANCE OF 98.67 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 2.14 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625°
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

EXHIBIT "B"
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

Condominium Unit	Building	Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights
A	4275 Autumn Heights Drive	1/74
B	4275 Autumn Heights Drive	1/74
C	4275 Autumn Heights Drive	1/74
D	4275 Autumn Heights Drive	1/74
E	4275 Autumn Heights Drive	1/74
F	4275 Autumn Heights Drive	1/74
A	4055 Autumn Heights Drive	1/74
B	4055 Autumn Heights Drive	1/74
C	4055 Autumn Heights Drive	1/74
D	4055 Autumn Heights Drive	1/74
E	4055 Autumn Heights Drive	1/74
F	4055 Autumn Heights Drive	1/74
A	460 Autumn Ridge Circle	1/74
B	460 Autumn Ridge Circle	1/74
C	460 Autumn Ridge Circle	1/74
D	460 Autumn Ridge Circle	1/74
A	340 Autumn Ridge Circle	1/74
B	340 Autumn Ridge Circle	1/74
C	340 Autumn Ridge Circle	1/74
D	340 Autumn Ridge Circle	1/74
A	365 Autumn Ridge Circle	1/74
B	365 Autumn Ridge Circle	1/74
C	365 Autumn Ridge Circle	1/74
D	365 Autumn Ridge Circle	1/74
E	365 Autumn Ridge Circle	1/74
F	365 Autumn Ridge Circle	1/74
A	4270 Autumn Heights Drive	1/74
B	4270 Autumn Heights Drive	1/74
C	4270 Autumn Heights Drive	1/74
D	4270 Autumn Heights Drive	1/74
E	4270 Autumn Heights Drive	1/74
F	4270 Autumn Heights Drive	1/74

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EXHIBIT "B"
 CONTINUED
 TO
 DECLARATION OF COVENANTS, CONDITIONS
 AND RESTRICTIONS OF
 AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4075 Autumn Heights Drive	1/74
B	4075 Autumn Heights Drive	1/74
C	4075 Autumn Heights Drive	1/74
D	4075 Autumn Heights Drive	1/74
E	4075 Autumn Heights Drive	1/74
F	4075 Autumn Heights Drive	1/74
A	4145 Autumn Heights Drive	1/74
B	4145 Autumn Heights Drive	1/74
C	4145 Autumn Heights Drive	1/74
D	4145 Autumn Heights Drive	1/74
E	4145 Autumn Heights Drive	1/74
F	4145 Autumn Heights Drive	1/74
A	4215 Autumn Heights Drive	1/74
B	4215 Autumn Heights Drive	1/74
C	4215 Autumn Heights Drive	1/74
D	4215 Autumn Heights Drive	1/74
A	4245 Autumn Heights Drive	1/74
B	4245 Autumn Heights Drive	1/74
C	4245 Autumn Heights Drive	1/74
D	4245 Autumn Heights Drive	1/74
E	4245 Autumn Heights Drive	1/74
F	4245 Autumn Heights Drive	1/74

EXHIBIT "B"
 CONTINUED
 TO
 DECLARATION OF COVENANTS, CONDITIONS
 AND RESTRICTIONS OF
 AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	360 Autumn Ridge Circle	1/74
B	360 Autumn Ridge Circle	1/74
C	360 Autumn Ridge Circle	1/74
D	360 Autumn Ridge Circle	1/74
A	420 Autumn Ridge Circle	1/74
B	420 Autumn Ridge Circle	1/74
C	420 Autumn Ridge Circle	1/74
D	420 Autumn Ridge Circle	1/74
A	440 Autumn Ridge Circle	1/74
B	440 Autumn Ridge Circle	1/74
C	440 Autumn Ridge Circle	1/74
D	440 Autumn Ridge Circle	1/74
E	440 Autumn Ridge Circle	1/74
F	440 Autumn Ridge Circle	1/74
A	4070 Autumn Heights Drive	1/74
B	4070 Autumn Heights Drive	1/74
C	4070 Autumn Heights Drive	1/74
D	4070 Autumn Heights Drive	1/74
E	4070 Autumn Heights Drive	1/74
F	4070 Autumn Heights Drive	1/74

CONSENT TO SUPPLEMENT

The undersigned lender hereby consents and approves the foregoing Supplement for Phase 5 of Autumn Heights Townhomes--A Condominium annexing the real property described in Exhibit "A" attached thereto.

SIGNED this 21ST day of FEBRUARY, 2001.

LENDER:

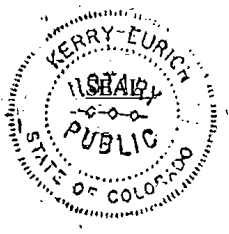
WELLS FARGO BANK WEST, N.A.

By: Daniel V. Sheehan
Title: VICE PRESIDENT

J. Patrick Kelly El Paso Cty, CO 201021174
02/22/2001 10:51
Doc \$0.00 Page
Rec \$65.00 13 of 13

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing Consent to Declaration was signed and acknowledged before me this 21ST day of February, 2001, by Daniel V. Sheehan as Vice President of Wells Fargo Bank West, N.A.



Kerry Eulich
Notary Public
Address: 100 N. Cascade Ave
Suite 310 / P/S CO 80903
My Commission Expires: 2/11/02

J. Patrick Kelly El Paso Cty, CO 200155219
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Doc \$0.00 Page
Rec \$60.00 1 of 12

El Paso County Clerk & Recorder: Index in Grantee Indexes under Autumn Heights Townhomes, and Autumn Heights Condominium Owners Association, Inc. and under Grantor as Autumn Heights Venture, LLC

SUPPLEMENT/AMENDMENT
CONDOMINIUM DECLARATION
FOR
AUTUMN HEIGHTS TOWNHOMES--A CONDOMINIUM
PHASE 2

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Autumn Heights Venture, LLC, a Colorado limited liability company, (hereinafter called the "Declarant") did cause to be recorded that certain Condominium Declaration for Autumn Heights Townhomes--A Condominium, on NOV 21, 2000, in Reception No. 200141058 of the real property records of the County of El Paso, State of Colorado (hereinafter called the "Declaration"); and

WHEREAS, the Declarant has recorded that certain Condominium Map on NOV 21/00 in Reception No. 200141059 (hereinafter called the "Condominium Map"), and

WHEREAS, pursuant to the terms and provisions of Article XVII of the Declaration, the Declarant therein, for itself, its successors and assigns, expressly reserved the right to expand the Condominium Project therein described (hereinafter called the "Project") by submitting additional real property and improvements to condominium ownership, thereunder, which expansion could be accomplished pursuant to the terms of the Declaration, without the consent of the Owners of the existing condominium units within the Project by the recording of this Amendment/Supplement (hereinafter called the "Supplement"); and

WHEREAS, the Declarant desires (in accordance with the terms and conditions set forth in the Declaration) to expand further the Project by submitting to condominium ownership the real property described on Exhibit "A" attached hereto and incorporated herein by reference and all improvements located thereon (said real property and improvements are hereinafter called the "Annexed Property"); and

NOW, THEREFORE, the Declarant does hereby publish and declare that the following terms, conditions, covenants, easements, restrictions, uses, limitations and obligations shall be deemed to run with the land encompassing the Annexed Property and shall be a burden and benefit to the undersigned, its successors and assigns and to any person acquiring or owning an interest in the Annexed Property and their grantees, successors, heirs, executors, administrators, devisees or assigns:

1. Submission to Condominium Ownership. Declarant does hereby annex and submit the Annexed Property, together with all improvements thereon and rights appurtenant thereto, to condominium ownership pursuant to the Declaration and the Colorado Common Interest Ownership Act (C.R.S., §38-33.3-101, et seq.) and any other applicable laws and statutes of the State of Colorado. The Declarant hereby declares that the Annexed Property shall be held, sold, used, encumbered, improved, occupied, owned, resided upon, hypothecated and conveyed subject to easements, restrictions, covenants, provisions and conditions of the Declaration, the Condominium Map, the Supplemental Map, this Supplement, the Association's Articles of Incorporation, Bylaws, and rules and regulations, including without any amendments and supplements thereto (all of which are hereinafter collectively called the "Condominium Documents") All of which are for the purpose of enhancing and protecting the value, desirability and attractiveness of the Annexed Property and all of which shall run with the land and be binding upon all parties having any right, title or interest in the Annexed Property or any part thereof, their heirs, successors and assigns and which shall inure to the benefit of each owner thereof

2. Division Into Condominium Units. The Annexed Property is hereby divided into TEN (10) separate Condominium Units which brings the total number of Condominium Units in the Project to SIXTEEN (16). Each Condominium Unit consists of a separate fee simple estate in a particular Condominium Unit, an appurtenant undivided fee simple interest in the Common Elements, the appurtenant right to the exclusive use of certain Limited Common Elements, if any are shown by the Condominium Map or Supplemental Map and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium unit as described in the Condominium Documents. The undivided Proportionate Interests in the Common Elements appurtenant to a particular Condominium Unit located upon the Annexed Property and the Property is shown on Exhibit "B" attached hereto and incorporated herein by this reference

3. Supplement to the Condominium Map.

A. The Declarant has caused to be recorded a supplement to the Condominium Map showing the Condominium Units in the Annexed Property; that supplement was recorded on 12/27/00 in the real property records of El Paso County, Colorado in Reception No. 200155218 (herein called the "Supplemental Map"). The Supplemental Map, which is incorporated herein by this reference, shall show and identify the Condominium Units, the General Common Elements, and any Limited Common Elements on the Annexed Property, shall also identify any Unit to which any Limited Common Elements are attached and assigned, and shall otherwise comply with the Condominium Documents and any and all statutory or legal requirements. After the Supplemental Map has been filed for record in the office of the Clerk and Recorder of the County of El Paso, State of Colorado, every contract, deed, lease, mortgage, trust deed, will or other instrument may legally describe a Condominium Unit situated on the Annexed

J. Patriok Kelly El Paso Cty, CO 200155219
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Doc \$0.00 Page
Rec \$60.00 3 of 12

Property by reference to the Condominium Map, which shall be deemed to include this Supplement and the Supplemental Map, without the necessity for specific references thereto.

B. Every such description shall be good and sufficient for all purposes to sell, convey, transfer, encumber or otherwise affect not only the Condominium Unit but also any appurtenant Limited Common Elements, the appurtenant undivided interest in the Common Elements and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium Unit as described in the Condominium Documents. Every such description shall be construed to include a nonexclusive easement for ingress and egress to and from an Owner's Condominium Unit as well as the use of all of the General Common Elements and any Limited Common Elements appurtenant to said Condominium Unit.

4. Relation of this Supplement to the Declaration

A. The provisions contained in this Supplement shall be in amendment, addition and supplemental to the provisions contained in the Condominium Ownership Act of the State of Colorado and those contained in the Declaration. All provisions of the Condominium Documents shall be applicable to the Annexed Property and the Common Elements and Condominium Units created hereby. The definitions used in the Declaration shall automatically be expanded to encompass and refer to the Project as expanded hereby, for example, "Property" shall mean the real property described in Exhibit "A" to the Declaration plus the additional real property described in Exhibit "A" hereto and added to the Project hereby, reference to the Declaration shall mean the Declaration as previously supplemented or supplemented hereby, and reference to the Condominium Map shall mean the original Condominium Map together with any supplemental Condominium Map.

B. The recording of this Supplement shall operate automatically to grant, transfer, and convey to the current Owners of the Condominium Units in the Project, as it existed before such expansion, the respective undivided Proportionate Interests appurtenant thereto in the new Common Elements added to the Project as a result of such expansion and to adjust their Proportionate Interests and Proportionate Shares as described in Exhibit "B" hereto. Such recording shall also operate to vest in any then Mortgagee of any Condominium Unit in the Project, as it existed before such expansion, a security interest in the appurtenant additional undivided interests so acquired by the Owner of the Condominium Unit, but subject to the Condominium Documents.

5. Acceptance of Provisions of All Documents/Waiver of Homestead. Each Owner of a Condominium Unit located upon the Annexed Property, covenants and agrees, by acceptance of any right, title or interest for such Unit, to be bound by the terms and provisions of the Condominium Documents and hereby waives any and all homestead rights and exemptions.

J. Patrick Kelly El Paso Cty, CO
12/27/2000 03:03
Doc \$0.00 Page
Rec \$60.00 4 of 12

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6. Continuing Reservation for Further Expansion. The Declarant continues to reserve the development right to annex, at its sole option, additional property pursuant to Article XVII of the Declaration. The Declarant's development rights under the Declaration may be exercised at different times and as to different portions of the Property or Expansion Property, and so no assurances are made hereby regarding the boundaries of any portion of real property which may be annexed hereafter nor the order in which said portion may be annexed. If the Declarant exercises any right to annex additional portions, the Declarant is not required to exercise any development rights as to any and all portions of the remaining Property or Expansion Property. Any portion of the Property or Expansion Property may be designated as General or Limited Areas or Elements as shown by any plat or map which has been or will be recorded regarding that portion.

7. General.

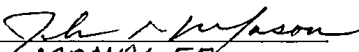
A. If any of the provisions of this instrument or any paragraph, sentence, clause, phrase or word or application thereof in any circumstances shall be invalidated, such invalidity shall not affect the validity of the remainder of this Supplement or of the Declaration, and such invalidity shall not effect the validity of any other provision, paragraph, sentence, clause, phrase or word.

B. That whenever used herein, unless the context shall provide otherwise, the singular number shall include the plural, the plural the singular and the use of any gender shall include all genders.

C. The covenants, terms and provisions of this Supplement and of the Declaration shall be binding upon and shall inure to the benefit of the Declarant, the Association, and each Owner of a Condominium Unit, and the respective heirs, personal representatives, successors and assigns of each of them. Except as amended hereby, the Declaration shall continue in full force and effect in accordance with its provisions, whether unamended or previously amended.

IN WITNESS WHEREOF, the undersigned has executed this supplement to the Declaration this 8TH day of DECEMBER, 2000.

AUTUMN HEIGHTS VENTURE, LLC
a Colorado limited liability company

By 
Its: MANAGER

J Patrick Kelly El Paso Cty, CO
12/27/2000 03:03 200155219
Doc \$0.00 Page
Rec \$60.00 5 of 12

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 8th day of December, 2000, by
JACK I. MASON as MANAGER of , Autumn Heights Venture,
LLC, a Colorado limited liability company

Witness my hand and official seal
My commission expires: 2/11/02

Kerry Egan
Notary Public

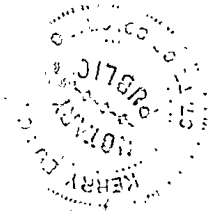


EXHIBIT "A"
TO
CONDOMINIUM DECLARATION
OF
AUTUMN HEIGHTS TOWNHOMES-A CONDOMINIUM

LEGAL DESCRIPTION

SEE ATTACHED

J Patrick Kelly El Paso Cty, CO 200155219
12/27/2000 03:03
Doc \$0.00 Page
Rec \$60.00 6 of 12

J Patrick Kelly El Paso Cty, CO
12/27/2000 03:03 200155219
Doc \$0.00 Page
Rec \$60.00 7 of 12

AUTUMN HEIGHTS TOWNHOMES, PHASE 2 NORTHEAST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE, THENCE ALONG SAID WESTERLY R O W. LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING THREE COURSES (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 03° 33' 25" (THE LONG CHORD OF WHICH BEARS S 35° 16' 30" W, A LONG CHORD DISTANCE OF 66.54 FEET), AN ARC LENGTH OF 66.55 FEET TO THE NORTHEAST CORNER OF AUTUMN HEIGHTS TOWNHOMES PHASE 1 AND ALSO BEING THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

THENCE ALONG THE NORTHERLY BOUNDARY OF SAID AUTUMN HEIGHTS TOWNHOMES PHASE I, THE FOLLOWING TWO COURSES: (1) THENCE WESTERLY ALONG THE ARC OF A 193.20 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 45° 13' 57" (THE LONG CHORD OF WHICH BEARS N 83° 10' 20" W, A LONG CHORD DISTANCE OF 148.60 FEET), AN ARC LENGTH OF 152.53 FEET TO A POINT OF COMPOUND CURVATURE, (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 12° 05' 11" (THE LONG CHORD OF WHICH BEARS S 68° 10' 05" W, A LONG CHORD DISTANCE OF 54.74 FEET), AN ARC LENGTH OF 54.85 FEET, THENCE NORTHERLY ALONG THE ARC OF A 217.11 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 36° 45' 51" (THE LONG CHORD OF WHICH BEARS N 08° 22' 55" W, A LONG CHORD DISTANCE OF 136.93 FEET), AN ARC LENGTH OF 139.31 FEET; THENCE N 10° 00' 00" E, A DISTANCE OF 76.35 FEET, THENCE N 87° 44' 47" E, A DISTANCE OF 97.24 FEET; THENCE S 10° 43' 31" W, A DISTANCE OF 42.56 FEET; THENCE S 76° 59' 30" E, A DISTANCE OF 68.35 FEET; THENCE S 05° 02' 47" W, A DISTANCE OF 12.74 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF A 25.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 49° 06' 33" (THE LONG CHORD OF WHICH BEARS S 29° 36' 03" W, A LONG CHORD DISTANCE OF 20.78 FEET), AN ARC LENGTH OF 21.43 FEET, THENCE S 26° 04' 42" E, A DISTANCE OF 137.87 FEET TO THE POINT OF BEGINNING SAID TRACT CONTAINS 0.70 ACRES, MORE OR LESS

PREPARED BY

CHRISTOPHER THOMPSON
COLORADO P L S. NO 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

J. Patrick Kelly El Paso Cty, CO 200155219
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Doc \$0.00 Page
Rec \$60.00 8 of 12

AUTUMN HEIGHTS TOWNHOMES, PHASE 2 SOUTHWEST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE, THENCE ALONG SAID WESTERLY R.O.W. LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING THREE COURSES (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1, (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 03° 33' 25" (THE LONG CHORD OF WHICH BEARS S 35° 16' 30" W, A LONG CHORD DISTANCE OF 66.54 FEET), AN ARC LENGTH OF 66.55 FEET TO THE NORTHEAST CORNER OF AUTUMN HEIGHTS TOWNHOMES PHASE 1, THENCE ALONG THE NORTHERLY AND WESTERLY BOUNDARY OF SAID AUTUMN HEIGHTS TOWNHOMES PHASE 1, THE FOLLOWING NINE COURSES (1) THENCE WESTERLY ALONG THE ARC OF A 193.20 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 45° 13' 57" (THE LONG CHORD OF WHICH BEARS N 83° 10' 20" W, A LONG CHORD DISTANCE OF 148.60 FEET), AN ARC LENGTH OF 152.53 FEET TO A POINT OF COMPOUND CURVATURE; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 12° 05' 11" (THE LONG CHORD OF WHICH BEARS S 68° 10' 05" W, A LONG CHORD DISTANCE OF 54.74 FEET), AN ARC LENGTH OF 54.85 FEET; (3) THENCE CONTINUING SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 08° 59' 57" (THE LONG CHORD OF WHICH BEARS S 57° 37' 31" W, A LONG CHORD DISTANCE OF 40.80 FEET), AN ARC LENGTH OF 40.84 FEET; (4) THENCE S 53° 07' 33" W, A DISTANCE OF 27.93 FEET, (5) THENCE NORTHEASTERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 24° 27' 33" (THE LONG CHORD OF WHICH BEARS S 65° 21' 19" W, A LONG CHORD DISTANCE OF 42.37 FEET), AN ARC LENGTH OF 42.69 FEET, (6) THENCE S 77° 35' 06" W, A DISTANCE OF 39.00 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED.

(7) THENCE S 22° 40' 19" E, A DISTANCE OF 66.90 FEET, (8) THENCE S 14° 04' 07" W, A DISTANCE OF 146.40 FEET; (9) THENCE S 37° 48' 27" W, A DISTANCE OF 35.69 FEET, THENCE N 62° 20' 31" W, A DISTANCE OF 125.20 FEET; THENCE N 25° 21' 20" E, A DISTANCE OF 27.66 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 20° 49' 55" (THE LONG CHORD OF WHICH BEARS N 14° 56' 22" E, A LONG CHORD DISTANCE OF 36.16 FEET), AN ARC LENGTH OF 36.36 FEET, THENCE N 04° 31' 25" E, A DISTANCE OF 123.10 FEET, THENCE S 85° 28' 35" E, A DISTANCE OF 112.05 FEET TO THE POINT OF BEGINNING SAID TRACT CONTAINS 0.64 ACRES, MORE OR LESS.

J. Patrick Kelly El Paso Cty, CO 200155219
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Doc \$0.00 Page
Rec \$60.00 9 of 12

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P L S NO 19625
FOR AND ON BEHALF OF
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

EXHIBIT "B"
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4275 Autumn Heights Drive	1/16
B	4275 Autumn Heights Drive	1/16
C	4275 Autumn Heights Drive	1/16
D	4275 Autumn Heights Drive	1/16
E	4275 Autumn Heights Drive	1/16
F	4275 Autumn Heights Drive	1/16
A	4055 Autumn Heights Drive	1/16
B	4055 Autumn Heights Drive	1/16
C	4055 Autumn Heights Drive	1/16
D	4055 Autumn Heights Drive	1/16
E	4055 Autumn Heights Drive	1/16
F	4055 Autumn Heights Drive	1/16
A	460 Autumn Ridge Circle	1/16
B	460 Autumn Ridge Circle	1/16
C	460 Autumn Ridge Circle	1/16
D	460 Autumn Ridge Circle	1/16

CONSENT TO SUPPLEMENT

The undersigned lender hereby consents and approves the foregoing Supplement for Phase 2 of Autumn Heights Townhomes--A Condominium annexing the real property described in Exhibit "A" attached thereto.

SIGNED this 8th day of December, 2000.

LENDER:

WELLS FARGO BANK WEST, N.A.

By [Signature]
Title: VICE PRESIDENT

J Patrick Kelly El Paso Cty, CO
12/27/2000 03:03 200155219
Doc \$0.00 Page
Rec \$60.00 12 of 12

STATE OF COLORADO)
 Denver) ss
COUNTY OF ~~EL PASO~~)

The foregoing Consent to Declaration was signed and acknowledged before me this 8th day of December, 2000, by Daniel V. Sheehan as Vice President of Wells Fargo Bank West, N.A.



Teresa R. Christensen
Notary Public
Address: 1740 Broadway
Denver CO 80202
My Commission Expires: 3/16/02

My Commission Expires 03/16/2002

El Paso County Clerk & Recorder: Index in Grantee Indexes under Autumn Heights Townhomes, and Autumn Heights Condominium Owners Association, Inc. and under Grantor as Autumn Heights Venture, LLC

SUPPLEMENT/AMENDMENT
CONDOMINIUM DECLARATION
FOR
AUTUMN HEIGHTS TOWNHOMES--A CONDOMINIUM
PHASE 4

KNOW ALL MEN BY THESE PRESENTS:


WHEREAS, Autumn Heights Venture, LLC, a Colorado limited liability company, (hereinafter called the "Declarant") did cause to be recorded that certain Condominium Declaration for Autumn Heights Townhomes--A Condominium, on Nov. 21, 2000, in Reception No. 200141058 of the real property records of the County of El Paso, State of Colorado (hereinafter called the "Declaration"); and

WHEREAS, the Declarant has recorded that certain Condominium Map on Nov 21, 2000 in Reception No. 200141059 (hereinafter called the "Condominium Map"); and

WHEREAS, pursuant to the terms and provisions of Article XVII of the Declaration, the Declarant therein, for itself, its successors and assigns, expressly reserved the right to expand the Condominium Project therein described (hereinafter called the "Project") by submitting additional real property and improvements to condominium ownership, thereunder, which expansion could be accomplished pursuant to the terms of the Declaration, without the consent of the Owners of the existing condominium units within the Project by the recording of this Amendment/Supplement (hereinafter called the "Supplement"); and

WHEREAS, the Declarant desires (in accordance with the terms and conditions set forth in the Declaration) to expand further the Project by submitting to condominium ownership the real property described on Exhibit "A" attached hereto and incorporated herein by reference and all improvements located thereon (said real property and improvements are hereinafter called the "Annexed Property"); and

NOW, THEREFORE, the Declarant does hereby publish and declare that the following terms, conditions, covenants, easements, restrictions, uses, limitations and obligations shall be deemed to run with the land encompassing the Annexed Property and shall be a burden and benefit to the undersigned, its successors and assigns and to any person acquiring or owning an interest in the Annexed Property and their grantees, successors, heirs, executors, administrators, devisees or assigns:

J. Patriok Kelly El Paso Cty, CO
02/15/2001 09:32 201018659
Doc \$0.00 Page
Rec \$65.00 1 of 13 

1. Submission to Condominium Ownership. Declarant does hereby annex and submit the Annexed Property, together with all improvements thereon and rights appurtenant thereto, to condominium ownership pursuant to the Declaration and the Colorado Common Interest Ownership Act (C.R.S., §38-33.3-101, et seq.) and any other applicable laws and statutes of the State of Colorado. The Declarant hereby declares that the Annexed Property shall be held, sold, used, encumbered, improved, occupied, owned, resided upon, hypothecated and conveyed subject to easements, restrictions, covenants, provisions and conditions of the Declaration, the Condominium Map, the Supplemental Map, this Supplement, the Association's Articles of Incorporation, Bylaws, and rules and regulations, including without any amendments and supplements thereto (all of which are hereinafter collectively called the "Condominium Documents"). All of which are for the purpose of enhancing and protecting the value, desirability and attractiveness of the Annexed Property and all of which shall run with the land and be binding upon all parties having any right, title or interest in the Annexed Property or any part thereof, their heirs, successors and assigns and which shall inure to the benefit of each owner thereof.

2. Division Into Condominium Units. The Annexed Property is hereby divided into TWENTY (20) separate Condominium Units which brings the total number of Condominium Units in the Project to FIFTY TWO (52). Each Condominium Unit consists of a separate fee simple estate in a particular Condominium Unit, an appurtenant undivided fee simple interest in the Common Elements, the appurtenant right to the exclusive use of certain Limited Common Elements, if any are shown by the Condominium Map or Supplemental Map and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium unit as described in the Condominium Documents. The undivided Proportionate Interests in the Common Elements appurtenant to a particular Condominium Unit located upon the Annexed Property and the Property is shown on Exhibit "B" attached hereto and incorporated herein by this reference.

3. Supplement to the Condominium Map.

A. The Declarant has caused to be recorded a supplement to the Condominium Map showing the Condominium Units in the Annexed Property; that supplement was recorded on 2/15/01 in the real property records of El Paso County, Colorado in Reception No. 201018660 (herein called the "Supplemental Map"). The Supplemental Map, which is incorporated herein by this reference, shall show and identify the Condominium Units, the General Common Elements, and any Limited Common Elements on the Annexed Property, shall also identify any Unit to which any Limited Common Elements are attached and assigned, and shall otherwise comply with the Condominium Documents and any and all statutory or legal requirements. After the Supplemental Map has been filed for record in the office of the Clerk and Recorder of the County of El Paso, State of Colorado, every contract, deed, lease, mortgage, trust deed, will or other instrument may legally describe a Condominium Unit situated on the Annexed

Property by reference to the Condominium Map, which shall be deemed to include this Supplement and the Supplemental Map, without the necessity for specific references thereto.

B. Every such description shall be good and sufficient for all purposes to sell, convey, transfer, encumber or otherwise affect not only the Condominium Unit but also any appurtenant Limited Common Elements, the appurtenant undivided interest in the Common Elements and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium Unit as described in the Condominium Documents. Every such description shall be construed to include a nonexclusive easement for ingress and egress to and from an Owner's Condominium Unit as well as the use of all of the General Common Elements and any Limited Common Elements appurtenant to said Condominium Unit.

4. Relation of this Supplement to the Declaration.

A. The provisions contained in this Supplement shall be in amendment, addition and supplemental to the provisions contained in the Condominium Ownership Act of the State of Colorado and those contained in the Declaration. All provisions of the Condominium Documents shall be applicable to the Annexed Property and the Common Elements and Condominium Units created hereby. The definitions used in the Declaration shall automatically be expanded to encompass and refer to the Project as expanded hereby; for example, "Property" shall mean the real property described in Exhibit "A" to the Declaration plus the additional real property described in Exhibit "A" hereto and added to the Project hereby; reference to the Declaration shall mean the Declaration as previously supplemented or supplemented hereby, and reference to the Condominium Map shall mean the original Condominium Map together with any supplemental Condominium Map.

B. The recording of this Supplement shall operate automatically to grant, transfer, and convey to the current Owners of the Condominium Units in the Project, as it existed before such expansion, the respective undivided Proportionate Interests appurtenant thereto in the new Common Elements added to the Project as a result of such expansion and to adjust their Proportionate Interests and Proportionate Shares as described in Exhibit "B" hereto. Such recording shall also operate to vest in any then Mortgagee of any Condominium Unit in the Project, as it existed before such expansion, a security interest in the appurtenant additional undivided interests so acquired by the Owner of the Condominium Unit, but subject to the Condominium Documents.

5. Acceptance of Provisions of All Documents/Waiver of Homestead. Each Owner of a Condominium Unit located upon the Annexed Property, covenants and agrees, by acceptance of any right, title or interest for such Unit, to be bound by the terms and provisions of the Condominium Documents and hereby waives any and all homestead rights and exemptions.

J. Patrick Kelly	El Paso Cty, CO	201018659
02/15/2001	09:32	
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Rec	\$65.00	3 of 13

6. Continuing Reservation for Further Expansion. The Declarant continues to reserve the development right to annex, at its sole option, additional property pursuant to Article XVII of the Declaration. The Declarant's development rights under the Declaration may be exercised at different times and as to different portions of the Property or Expansion Property, and so no assurances are made hereby regarding the boundaries of any portion of real property which may be annexed hereafter nor the order in which said portion may be annexed. If the Declarant exercises any right to annex additional portions, the Declarant is not required to exercise any development rights as to any and all portions of the remaining Property or Expansion Property. Any portion of the Property or Expansion Property may be designated as General or Limited Areas or Elements as shown by any plat or map which has been or will be recorded regarding that portion.

7. General.

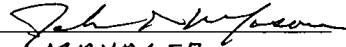
A. If any of the provisions of this instrument or any paragraph, sentence, clause, phrase or word or application thereof in any circumstances shall be invalidated, such invalidity shall not affect the validity of the remainder of this Supplement or of the Declaration, and such invalidity shall not effect the validity of any other provision, paragraph, sentence, clause, phrase or word.

B. That whenever used herein, unless the context shall provide otherwise, the singular number shall include the plural, the plural the singular and the use of any gender shall include all genders.

C. The covenants, terms and provisions of this Supplement and of the Declaration shall be binding upon and shall inure to the benefit of the Declarant, the Association, and each Owner of a Condominium Unit, and the respective heirs, personal representatives, successors and assigns of each of them. Except as amended hereby, the Declaration shall continue in full force and effect in accordance with its provisions, whether unamended or previously amended.

IN WITNESS WHEREOF, the undersigned has executed this supplement to the Declaration this 26TH day of JANUARY, ~~2000~~ 2001.

AUTUMN HEIGHTS VENTURE, LLC
a Colorado limited liability company

By 
Its: MANAGER

J. Patrick Kelly El Paso Cty, CO
02/15/2001 09:32 201018659
Doc \$0.00 Page
Rec \$65.00 5 of 13

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 15th day of January, 2001, by JACK I. MASON as MANAGER of Autumn Heights Venture, LLC, a Colorado limited liability company.

Witness my hand and official seal.
My commission expires: 2/11/02

Kerry E. Smith
Notary Public

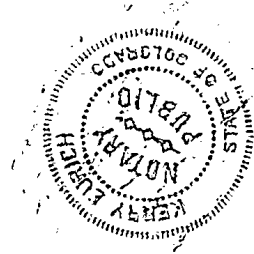


EXHIBIT "A"
TO
CONDOMINIUM DECLARATION
OF
AUTUMN HEIGHTS TOWNHOMES-A CONDOMINIUM

LEGAL DESCRIPTION

SEE Attached

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Doc	\$0.00	Page
Rec	\$65.00	6 of 13

J. Patrick Kelly El Paso Cty, CO 201018659
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Doc \$0.00 Page
Rec \$65.00 7 of 13

AUTUMN HEIGHTS TOWNHOMES, PHASE 4 NORTHEAST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE; THENCE ALONG SAID WESTERLY R.O.W. LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING TWO COURSES: (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 03° 33' 25" (THE LONG CHORD OF WHICH BEARS S 35° 16' 30" W, A LONG CHORD DISTANCE OF 66.54 FEET), AN ARC LENGTH OF 66.55 FEET TO THE SOUTHEAST CORNER OF AUTUMN HEIGHTS TOWNHOMES PHASE 2; THENCE ALONG THE BOUNDARY OF SAID PHASE 2, THE FOLLOWING SIX COURSES: (1) THENCE N 26° 04' 42" W, A DISTANCE OF 137.87 FEET; (2) THENCE NORTHEASTERLY ALONG THE ARC OF A 25.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 49° 06' 33" (THE LONG CHORD OF WHICH BEARS N 29° 36' 03" E, A LONG CHORD DISTANCE OF 20.78 FEET), AN ARC LENGTH OF 21.43 FEET; (3) THENCE N 05° 02' 47" E, A DISTANCE OF 12.74 FEET; (4) THENCE N 76° 59' 30" W, A DISTANCE OF 68.35 FEET; (5) THENCE N 10° 43' 31" E, A DISTANCE OF 42.56 FEET; (6) THENCE S 87° 44' 47" W, A DISTANCE OF 97.24 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 3; THENCE ALONG SAID BOUNDARY OF PHASE 3, THE FOLLOWING TWO COURSES: (1) THENCE SOUTHWESTERLY ALONG THE ARC OF A 257.15 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 22° 42' 41" (THE LONG CHORD OF WHICH BEARS S 76° 11' 19" W, A LONG CHORD DISTANCE OF 101.26 FEET), AN ARC LENGTH OF 101.93 FEET; (2) THENCE N 26° 05' 12" W, A DISTANCE OF 66.82 FEET TO A POINT ON THE NORTHWESTERLY BOUNDARY OF SAID LOT 1, BLOCK 1, AUTUMN HEIGHTS TOWNHOMES; THENCE ALONG SAID BOUNDARY, THE FOLLOWING TWO COURSES: (1) THENCE EASTERLY ALONG THE ARC OF A 475.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 58° 20' 04" (THE LONG CHORD OF WHICH BEARS S 87° 03' 52" E, A LONG CHORD DISTANCE OF 462.99 FEET), AN ARC LENGTH OF 483.61 FEET TO A POINT OF COMPOUND CURVATURE; (3) THENCE SOUTHEASTERLY ALONG THE ARC OF A 25.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 94° 50' 24" (THE LONG CHORD OF WHICH BEARS S 10° 30' 15" E, A LONG CHORD DISTANCE OF 36.82 FEET), AN ARC LENGTH OF 41.38 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 1.31 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

J. Patrick Kelly El Paso Cty, CO
02/15/2001 09:32 201018659
Doc \$0.00 Page
Rec \$65.00 8 of 13

AUTUMN HEIGHTS TOWNHOMES, PHASE 4 SOUTHWEST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE; THENCE ALONG SAID WESTERLY R.O.W. LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING THREE COURSES: (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 03° 33' 25" (THE LONG CHORD OF WHICH BEARS S 35° 16' 30" W, A LONG CHORD DISTANCE OF 66.54 FEET), AN ARC LENGTH OF 66.55 FEET TO THE NORTHEAST CORNER OF AUTUMN HEIGHTS TOWNHOMES PHASE 1; THENCE ALONG THE NORTHERLY AND WESTERLY BOUNDARY OF SAID AUTUMN HEIGHTS TOWNHOMES PHASE 1, THE FOLLOWING TEN COURSES: (1) THENCE WESTERLY ALONG THE ARC OF A 193.20 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 45° 13' 57" (THE LONG CHORD OF WHICH BEARS N 83° 10' 20" W, A LONG CHORD DISTANCE OF 148.60 FEET), AN ARC LENGTH OF 152.53 FEET TO A POINT OF COMPOUND CURVATURE; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 12° 05' 11" (THE LONG CHORD OF WHICH BEARS S 68° 10' 05" W, A LONG CHORD DISTANCE OF 54.74 FEET), AN ARC LENGTH OF 54.85 FEET; (3) THENCE CONTINUING SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 08° 59' 57" (THE LONG CHORD OF WHICH BEARS S 57° 37' 31" W, A LONG CHORD DISTANCE OF 40.80 FEET), AN ARC LENGTH OF 40.84 FEET; (4) THENCE S 53° 07' 33" W, A DISTANCE OF 27.93 FEET; (5) THENCE SOUTHWESTERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 24° 27' 33" (THE LONG CHORD OF WHICH BEARS S 65° 21' 19" W, A LONG CHORD DISTANCE OF 42.37 FEET), AN ARC LENGTH OF 42.69 FEET; (6) THENCE S 77° 35' 06" W, A DISTANCE OF 39.00 FEET; (7) THENCE S 22° 40' 19" E, A DISTANCE OF 66.90 FEET; (8) THENCE S 14° 04' 07" W, A DISTANCE OF 146.40 FEET; (9) THENCE S 37° 48' 27" W, A DISTANCE OF 35.69 FEET; (10) THENCE N 62° 20' 31" W, A DISTANCE OF 98.67 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

THENCE SOUTHWESTERLY ALONG THE ARC OF A 304.74 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 10° 31' 25" (THE LONG CHORD OF WHICH BEARS S 32° 55' 11" W, A LONG CHORD DISTANCE OF 55.89 FEET), AN ARC LENGTH OF 55.97 FEET; THENCE S 38° 10' 54" W, A DISTANCE OF 34.09 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF A 219.40 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 22° 38' 57" (THE LONG CHORD OF WHICH BEARS S 49° 30' 22" W, A LONG CHORD DISTANCE OF 86.17 FEET), AN ARC LENGTH OF 86.73 FEET; THENCE N 19° 49' 18" W, A DISTANCE OF 114.49 FEET TO A POINT ON THE WESTERLY BOUNDARY OF SAID LOT 1, BLOCK 1, AUTUMN HEIGHTS TOWNHOMES; THENCE NORTHEASTERLY ALONG SAID BOUNDARY AND ALONG THE ARC OF A 255.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 27° 00' 31" (THE LONG CHORD OF WHICH BEARS N 32° 28' 48" E, A LONG CHORD DISTANCE OF 119.09 FEET), AN ARC LENGTH OF 120.20 FEET; THENCE S 80° 55' 49" E, A DISTANCE OF 89.70 FEET TO A POINT ON THE BOUNDARY OF

J. Patrick Kelly El Paso Cty, CO 201018659
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Doc \$0.00 Page
Rec \$65.00 9 of 13

SAID AUTUMN HEIGHTS TOWNHOMES PHASE 2; THENCE ALONG SAID BOUNDARY, THE FOLLOWING THREE COURSES: (1) THENCE SOUTHERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 16° 17' 09" (THE LONG CHORD OF WHICH BEARS S 17° 12' 45" W, A LONG CHORD DISTANCE OF 28.33 FEET), AN ARC LENGTH OF 28.42 FEET; (2) THENCE S 25° 21' 20" W, A DISTANCE OF 27.66 FEET; (3) THENCE S 62° 20' 31" E, A DISTANCE OF 26.53 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.43 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

J. Patrick Kelly El Paso Cty, CO 201018659
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Doc \$0.00 Page
Rec \$65.00 10 of 13

AUTUMN HEIGHTS TOWNHOMES - OVERALL SITE

LOT 1 IN BLOCK 1 IN AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO. SAID TRACT CONTAINS 13.26 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

EXHIBIT "B"

TO

DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

Condominium Unit	Building	Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights
A	4275 Autumn Heights Drive	1/52
B	4275 Autumn Heights Drive	1/52
C	4275 Autumn Heights Drive	1/52
D	4275 Autumn Heights Drive	1/52
E	4275 Autumn Heights Drive	1/52
F	4275 Autumn Heights Drive	1/52
A	4055 Autumn Heights Drive	1/52
B	4055 Autumn Heights Drive	1/52
C	4055 Autumn Heights Drive	1/52
D	4055 Autumn Heights Drive	1/52
E	4055 Autumn Heights Drive	1/52
F	4055 Autumn Heights Drive	1/52
A	460 Autumn Ridge Circle	1/52
B	460 Autumn Ridge Circle	1/52
C	460 Autumn Ridge Circle	1/52
D	460 Autumn Ridge Circle	1/52
A	340 Autumn Ridge Circle	1/52
B	340 Autumn Ridge Circle	1/52
C	340 Autumn Ridge Circle	1/52
D	340 Autumn Ridge Circle	1/52
A	365 Autumn Ridge Circle	1/52
B	365 Autumn Ridge Circle	1/52
C	365 Autumn Ridge Circle	1/52
D	365 Autumn Ridge Circle	1/52
E	365 Autumn Ridge Circle	1/52
F	365 Autumn Ridge Circle	1/52
A	4270 Autumn Heights Drive	1/52
B	4270 Autumn Heights Drive	1/52
C	4270 Autumn Heights Drive	1/52
D	4270 Autumn Heights Drive	1/52
E	4270 Autumn Heights Drive	1/52
F	4270 Autumn Heights Drive	1/52

EXHIBIT "B"
CONTINUED

A	360 Autumn Ridge Circle	1/52
B	360 Autumn Ridge Circle	1/52
C	360 Autumn Ridge Circle	1/52
D	360 Autumn Ridge Circle	1/52
A	420 Autumn Ridge Circle	1/52
B	420 Autumn Ridge Circle	1/52
C	420 Autumn Ridge Circle	1/52
D	420 Autumn Ridge Circle	1/52
A	440 Autumn Ridge Circle	1/52
B	440 Autumn Ridge Circle	1/52
C	440 Autumn Ridge Circle	1/52
D	440 Autumn Ridge Circle	1/52
E	440 Autumn Ridge Circle	1/52
F	440 Autumn Ridge Circle	1/52
A	4070 Autumn Heights Drive	1/52
B	4070 Autumn Heights Drive	1/52
C	4070 Autumn Heights Drive	1/52
D	4070 Autumn Heights Drive	1/52
E	4070 Autumn Heights Drive	1/52
F	4070 Autumn Heights Drive	1/52

CONSENT TO SUPPLEMENT

The undersigned lender hereby consents and approves the foregoing Supplement for Phase 4 of Autumn Heights Townhomes--A Condominium annexing the real property described in Exhibit "A" attached thereto.

SIGNED this 19th day of JANUARY, 2001.

LENDER:

WELLS FARGO BANK WEST, N.A.

By: Daniel V. Sheehan
Title: VICE PRESIDENT

J. Patrick Kelly El Paso Cty, CO
02/15/2001 09:32 201018659
Doc \$0.00 Page
Rec \$65.00 13 of 13

STATE OF COLORADO)
Denver) ss.
COUNTY OF EL PASO)

The foregoing Consent to Declaration was signed and acknowledged before me this 19th day of January, 2001, by Daniel V. Sheehan as Vice President of Wells Fargo Bank West, N.A.



Teresa R. Christensen
Notary Public
Address: 1740 Broadway
Denver CO 80202
My Commission Expires: 3/16/02

My Commission Expires 03/16/2002

El Paso County Clerk & Recorder: Index in Grantee Indexes under Autumn Heights Townhomes, and Autumn Heights Condominium Owners Association, Inc. and under Grantor as Autumn Heights Venture, LLC

SUPPLEMENT/AMENDMENT
CONDOMINIUM DECLARATION
FOR
AUTUMN HEIGHTS TOWNHOMES--A CONDOMINIUM
PHASE 7

KNOW ALL MEN BY THESE PRESENTS:


WHEREAS, Autumn Heights Venture, LLC, a Colorado limited liability company, (hereinafter called the "Declarant") did cause to be recorded that certain Condominium Declaration for Autumn Heights Townhomes--A Condominium, on Nov 21, 2000, in Reception No. 200141058 of the real property records of the County of El Paso, State of Colorado (hereinafter called the "Declaration"); and

WHEREAS, the Declarant has recorded that certain Condominium Map on Nov 21, 2000 in Reception No. 200141059 (hereinafter called the "Condominium Map"); and

WHEREAS, pursuant to the terms and provisions of Article XVII of the Declaration, the Declarant therein, for itself, its successors and assigns, expressly reserved the right to expand the Condominium Project therein described (hereinafter called the "Project") by submitting additional real property and improvements to condominium ownership, thereunder, which expansion could be accomplished pursuant to the terms of the Declaration, without the consent of the Owners of the existing condominium units within the Project by the recording of this Amendment/Supplement (hereinafter called the "Supplement"); and

WHEREAS, the Declarant desires (in accordance with the terms and conditions set forth in the Declaration) to expand further the Project by submitting to condominium ownership the real property described on Exhibit "A" attached hereto and incorporated herein by reference and all improvements located thereon (said real property and improvements are hereinafter called the "Annexed Property"); and

NOW, THEREFORE, the Declarant does hereby publish and declare that the following terms, conditions, covenants, easements, restrictions, uses, limitations and obligations shall be deemed to run with the land encompassing the Annexed Property and shall be a burden and benefit to the undersigned, its successors and assigns and to any person acquiring or owning an interest in the Annexed Property and their grantees, successors, heirs, executors, administrators, devisees or assigns:

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Rec \$75.00	1 of 15	

1. Submission to Condominium Ownership. Declarant does hereby annex and submit the Annexed Property, together with all improvements thereon and rights appurtenant thereto, to condominium ownership pursuant to the Declaration and the Colorado Common Interest Ownership Act (C.R.S., §38-33.3-101, et seq.) and any other applicable laws and statutes of the State of Colorado. The Declarant hereby declares that the Annexed Property shall be held, sold, used, encumbered, improved, occupied, owned, resided upon, hypothecated and conveyed subject to easements, restrictions, covenants, provisions and conditions of the Declaration, the Condominium Map, the Supplemental Map, this Supplement, the Association's Articles of Incorporation, Bylaws, and rules and regulations, including without any amendments and supplements thereto (all of which are hereinafter collectively called the "Condominium Documents"). All of which are for the purpose of enhancing and protecting the value, desirability and attractiveness of the Annexed Property and all of which shall run with the land and be binding upon all parties having any right, title or interest in the Annexed Property or any part thereof, their heirs, successors and assigns and which shall inure to the benefit of each owner thereof.

2. Division Into Condominium Units. The Annexed Property is hereby divided into Eighteen (18) separate Condominium Units which brings the total number of Condominium Units in the Project to One Hundred-Six (106). Each Condominium Unit consists of a separate fee simple estate in a particular Condominium Unit, an appurtenant undivided fee simple interest in the Common Elements, the appurtenant right to the exclusive use of certain Limited Common Elements, if any are shown by the Condominium Map or Supplemental Map and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium unit as described in the Condominium Documents. The undivided Proportionate Interests in the Common Elements appurtenant to a particular Condominium Unit located upon the Annexed Property and the Property is shown on Exhibit "B" attached hereto and incorporated herein by this reference.

3. Supplement to the Condominium Map.

A. The Declarant has caused to be recorded a supplement to the Condominium Map showing the Condominium Units in the Annexed Property; that supplement was recorded on April 10, 2001 in the real property records of El Paso County, Colorado in Reception No. 201044217 (herein called the "Supplemental Map"). The Supplemental Map, which is incorporated herein by this reference, shall show and identify the Condominium Units, the General Common Elements, and any Limited Common Elements on the Annexed Property, shall also identify any Unit to which any Limited Common Elements are attached and assigned, and shall otherwise comply with the Condominium Documents and any and all statutory or legal requirements. After the Supplemental Map has been filed for record in the office of the Clerk and Recorder of the County of El Paso, State of Colorado, every contract, deed, lease, mortgage, trust deed, will or other instrument may legally describe a Condominium Unit situated on the Annexed

Property by reference to the Condominium Map, which shall be deemed to include this Supplement and the Supplemental Map, without the necessity for specific references thereto.

B. Every such description shall be good and sufficient for all purposes to sell, convey, transfer, encumber or otherwise affect not only the Condominium Unit but also any appurtenant Limited Common Elements, the appurtenant undivided interest in the Common Elements and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium Unit as described in the Condominium Documents. Every such description shall be construed to include a nonexclusive easement for ingress and egress to and from an Owner's Condominium Unit as well as the use of all of the General Common Elements and any Limited Common Elements appurtenant to said Condominium Unit.

4. Relation of this Supplement to the Declaration.

A. The provisions contained in this Supplement shall be in amendment, addition and supplemental to the provisions contained in the Condominium Ownership Act of the State of Colorado and those contained in the Declaration. All provisions of the Condominium Documents shall be applicable to the Annexed Property and the Common Elements and Condominium Units created hereby. The definitions used in the Declaration shall automatically be expanded to encompass and refer to the Project as expanded hereby; for example, "Property" shall mean the real property described in Exhibit "A" to the Declaration plus the additional real property described in Exhibit "A" hereto and added to the Project hereby; reference to the Declaration shall mean the Declaration as previously supplemented or supplemented hereby, and reference to the Condominium Map shall mean the original Condominium Map together with any supplemental Condominium Map.

B. The recording of this Supplement shall operate automatically to grant, transfer, and convey to the current Owners of the Condominium Units in the Project, as it existed before such expansion, the respective undivided Proportionate Interests appurtenant thereto in the new Common Elements added to the Project as a result of such expansion and to adjust their Proportionate Interests and Proportionate Shares as described in Exhibit "B" hereto. Such recording shall also operate to vest in any then Mortgagee of any Condominium Unit in the Project, as it existed before such expansion, a security interest in the appurtenant additional undivided interests so acquired by the Owner of the Condominium Unit, but subject to the Condominium Documents.

5. Acceptance of Provisions of All Documents/Waiver of Homestead. Each Owner of a Condominium Unit located upon the Annexed Property, covenants and agrees, by acceptance of any right, title or interest for such Unit, to be bound by the terms and provisions of the Condominium Documents and hereby waives any and all homestead rights and exemptions.

6. Continuing Reservation for Further Expansion. The Declarant continues to reserve the development right to annex, at its sole option, additional property pursuant to Article XVII of the Declaration. The Declarant's development rights under the Declaration may be exercised at different times and as to different portions of the Property or Expansion Property, and so no assurances are made hereby regarding the boundaries of any portion of real property which may be annexed hereafter nor the order in which said portion may be annexed. If the Declarant exercises any right to annex additional portions, the Declarant is not required to exercise any development rights as to any and all portions of the remaining Property or Expansion Property. Any portion of the Property or Expansion Property may be designated as General or Limited Areas or Elements as shown by any plat or map which has been or will be recorded regarding that portion.

7. General.

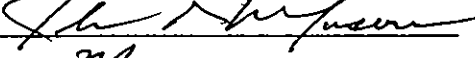
A. If any of the provisions of this instrument or any paragraph, sentence, clause, phrase or word or application thereof in any circumstances shall be invalidated, such invalidity shall not affect the validity of the remainder of this Supplement or of the Declaration, and such invalidity shall not effect the validity of any other provision, paragraph, sentence, clause, phrase or word.

B. That whenever used herein, unless the context shall provide otherwise, the singular number shall include the plural, the plural the singular and the use of any gender shall include all genders.

C. The covenants, terms and provisions of this Supplement and of the Declaration shall be binding upon and shall inure to the benefit of the Declarant, the Association, and each Owner of a Condominium Unit, and the respective heirs, personal representatives, successors and assigns of each of them. Except as amended hereby, the Declaration shall continue in full force and effect in accordance with its provisions, whether unamended or previously amended.

IN WITNESS WHEREOF, the undersigned has executed this supplement to the Declaration this 10TH day of APRIL, 2001.

AUTUMN HEIGHTS VENTURE, LLC
a Colorado limited liability company

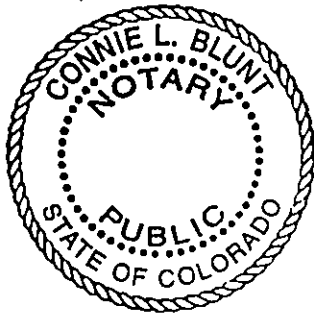
By 
Its: Manager

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 10th day of APRIL, 2001, by JACK J. MASON as MANAGER of , Autumn Heights Venture, LLC, a Colorado limited liability company.

Witness my hand and official seal.

My commission expires: 12/9/01



Connie L. Blunt
Notary Public

J. Patrick Kelly El Paso Cty, CO 201044218
04/10/2001 03:22
Doc \$0.00 Page
Rec \$75.00 5 of 15

EXHIBIT "A"
TO
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LEGAL DESCRIPTION

See Attached

J. Patrick Kelly	El Paso Cty, CO	201044218
04/10/2001	03:22	
Doc	\$0.00	Page
Rec	\$75.00	6 of 15

AUTUMN HEIGHTS TOWNHOMES - OVERALL SITE

LOT 1 IN BLOCK 1 IN AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO. SAID TRACT CONTAINS 13.26 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
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04/10/2001	03:22	
Doc	\$0.00	Page
Rec	\$75.00	7 of 15

04/10/2001

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Doc \$0.00 Page

Rec \$75.00 8 of 15

AUTUMN HEIGHTS TOWNHOMES, PHASE 7 NORTHWEST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE; THENCE ALONG SAID WESTERLY R.O.W. LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING TWO COURSES: (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 03° 33' 25" (THE LONG CHORD OF WHICH BEARS S 35° 16' 30" W, A LONG CHORD DISTANCE OF 66.54 FEET), AN ARC LENGTH OF 66.55 FEET TO THE NORTHEAST CORNER OF AUTUMN HEIGHTS TOWNHOMES PHASE 1; THENCE ALONG THE NORTHERLY BOUNDARY OF SAID AUTUMN HEIGHTS TOWNHOMES PHASE 1, THE FOLLOWING SIX COURSES: (1) THENCE WESTERLY ALONG THE ARC OF A 193.20 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 45° 13' 57" (THE LONG CHORD OF WHICH BEARS N 83° 10' 20" W, A LONG CHORD DISTANCE OF 148.60 FEET), AN ARC LENGTH OF 152.53 FEET TO A POINT OF COMPOUND CURVATURE; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 12° 05' 11" (THE LONG CHORD OF WHICH BEARS S 68° 10' 05" W, A LONG CHORD DISTANCE OF 54.74 FEET), AN ARC LENGTH OF 54.85 FEET; (3) THENCE CONTINUING SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 08° 59' 57" (THE LONG CHORD OF WHICH BEARS S 57° 37' 31" W, A LONG CHORD DISTANCE OF 40.80 FEET), AN ARC LENGTH OF 40.84 FEET; (4) THENCE S 53° 07' 33" W, A DISTANCE OF 27.93 FEET; (5) THENCE SOUTHWESTERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 24° 27' 33" (THE LONG CHORD OF WHICH BEARS S 65° 21' 19" W, A LONG CHORD DISTANCE OF 42.37 FEET), AN ARC LENGTH OF 42.69 FEET; (6) THENCE S 77° 35' 06" W, A DISTANCE OF 39.00 FEET TO A POINT ON THE NORTHERLY BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 2; THENCE N 85° 28' 35" W ALONG SAID NORTHERLY BOUNDARY, A DISTANCE OF 65.21 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

THENCE CONTINUING N 85° 28' 35" W ALONG THE LAST DESCRIBED COURSE, A DISTANCE OF 46.84 FEET TO THE NORTHEAST CORNER OF AUTUMN HEIGHTS TOWNHOMES PHASE 6; THENCE N 76° 10' 56" W ALONG THE NORTHERLY BOUNDARY OF SAID PHASE 6, A DISTANCE OF 86.70 FEET TO THE NORTHWEST CORNER THEREOF AND ALSO BEING A POINT ON THE EASTERLY RIGHT OF WAY LINE OF STAR RANCH ROAD; THENCE NORTHEASTERLY ALONG SAID EASTERLY LINE AND ALONG THE ARC OF A 350.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 33° 32' 29" (THE LONG CHORD OF WHICH BEARS N 22° 09' 53" E, A LONG CHORD DISTANCE OF 201.98 FEET), AN ARC LENGTH OF 204.89 FEET TO A POINT ON THE SOUTHWESTERLY BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 3; THENCE S 54° 01' 18" E ALONG SAID BOUNDARY, A DISTANCE OF 96.70 FEET TO THE SOUTHEASTERLY CORNER THEREOF; THENCE SOUTHWESTERLY ALONG THE ARC OF A 219.53 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 36° 24' 46" (THE LONG CHORD OF WHICH BEARS S 17°

J. Patrick Kelly El Paso Cty, CO

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Rec \$75.00 9 of 15

46' 19" W, A LONG CHORD DISTANCE OF 137.18 FEET), AN ARC LENGTH OF 139.51 FEET;
THENCE S 37° 18' 18" E, A DISTANCE OF 30.19 FEET TO THE POINT OF BEGINNING. SAID TRACT
CONTAINS 0.45 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

AUTUMN HEIGHTS TOWNHOMES, PHASE 7 SOUTHWEST PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST SOUTHWESTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE EASTERLY RIGHT OF WAY OF STAR RANCH ROAD; THENCE ALONG SAID EASTERLY R.O.W. LINE AND THE WESTERLY LINE OF SAID LOT 1, THE FOLLOWING TWO COURSES: (1) THENCE N 46° 00' 00" E, A DISTANCE OF 214.21 FEET TO A POINT ON THE NORTHERLY BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 6 AND ALSO BEING THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

(2) THENCE CONTINUING N 46° 00' 00" E ALONG THE LAST DESCRIBED COURSE, A DISTANCE OF 175.88 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 4; THENCE S 19° 49' 18" E ALONG SAID BOUNDARY, A DISTANCE OF 114.49 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 5; THENCE ALONG SAID BOUNDARY, THE FOLLOWING THREE COURSES: (1) THENCE S 67° 28' 48" E, A DISTANCE OF 51.42 FEET; (2) THENCE S 07° 52' 25" W, A DISTANCE OF 178.32 FEET; (3) THENCE N 84° 54' 13" W, A DISTANCE OF 123.86 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 6; THENCE ALONG SAID BOUNDARY, THE FOLLOWING THREE COURSES: (1) THENCE N 17° 32' 33" E, A DISTANCE OF 66.03 FEET; (2) THENCE N 65° 24' 43" W, A DISTANCE OF 59.17 FEET; (3) THENCE N 20° 29' 55" W, A DISTANCE OF 88.92 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.88 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

EXHIBIT "B"
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4275 Autumn Heights Drive	1/106
B	4275 Autumn Heights Drive	1/106
C	4275 Autumn Heights Drive	1/106
D	4275 Autumn Heights Drive	1/106
E	4275 Autumn Heights Drive	1/106
F	4275 Autumn Heights Drive	1/106
A	4055 Autumn Heights Drive	1/106
B	4055 Autumn Heights Drive	1/106
C	4055 Autumn Heights Drive	1/106
D	4055 Autumn Heights Drive	1/106
E	4055 Autumn Heights Drive	1/106
F	4055 Autumn Heights Drive	1/106
A	460 Autumn Ridge Circle	1/106
B	460 Autumn Ridge Circle	1/106
C	460 Autumn Ridge Circle	1/106
D	460 Autumn Ridge Circle	1/106
A	340 Autumn Ridge Circle	1/106
B	340 Autumn Ridge Circle	1/106
C	340 Autumn Ridge Circle	1/106
D	340 Autumn Ridge Circle	1/106
A	365 Autumn Ridge Circle	1/106
B	365 Autumn Ridge Circle	1/106
C	365 Autumn Ridge Circle	1/106
D	365 Autumn Ridge Circle	1/106
E	365 Autumn Ridge Circle	1/106
F	365 Autumn Ridge Circle	1/106
A	4270 Autumn Heights Drive	1/106
B	4270 Autumn Heights Drive	1/106
C	4270 Autumn Heights Drive	1/106
D	4270 Autumn Heights Drive	1/106
E	4270 Autumn Heights Drive	1/106
F	4270 Autumn Heights Drive	1/106

EXHIBIT "B"
 CONTINUED
 TO
 DECLARATION OF COVENANTS, CONDITIONS
 AND RESTRICTIONS OF
 AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	360 Autumn Ridge Circle	1/106
B	360 Autumn Ridge Circle	1/106
C	360 Autumn Ridge Circle	1/106
D	360 Autumn Ridge Circle	1/106
A	420 Autumn Ridge Circle	1/106
B	420 Autumn Ridge Circle	1/106
C	420 Autumn Ridge Circle	1/106
D	420 Autumn Ridge Circle	1/106
A	440 Autumn Ridge Circle	1/106
B	440 Autumn Ridge Circle	1/106
C	440 Autumn Ridge Circle	1/106
D	440 Autumn Ridge Circle	1/106
E	440 Autumn Ridge Circle	1/106
F	440 Autumn Ridge Circle	1/106
A	4070 Autumn Heights Drive	1/106
B	4070 Autumn Heights Drive	1/106
C	4070 Autumn Heights Drive	1/106
D	4070 Autumn Heights Drive	1/106
E	4070 Autumn Heights Drive	1/106
F	4070 Autumn Heights Drive	1/106

EXHIBIT "B"
CONTINUED
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4075 Autumn Heights Drive	1/106
B	4075 Autumn Heights Drive	1/106
C	4075 Autumn Heights Drive	1/106
D	4075 Autumn Heights Drive	1/106
E	4075 Autumn Heights Drive	1/106
F	4075 Autumn Heights Drive	1/106
A	4145 Autumn Heights Drive	1/106
B	4145 Autumn Heights Drive	1/106
C	4145 Autumn Heights Drive	1/106
D	4145 Autumn Heights Drive	1/106
E	4145 Autumn Heights Drive	1/106
F	4145 Autumn Heights Drive	1/106
A	4215 Autumn Heights Drive	1/106
B	4215 Autumn Heights Drive	1/106
C	4215 Autumn Heights Drive	1/106
D	4215 Autumn Heights Drive	1/106
A	4245 Autumn Heights Drive	1/106
B	4245 Autumn Heights Drive	1/106
C	4245 Autumn Heights Drive	1/106
D	4245 Autumn Heights Drive	1/106
E	4245 Autumn Heights Drive	1/106
F	4245 Autumn Heights Drive	1/106
A	4120 Autumn Heights Drive	1/106
B	4120 Autumn Heights Drive	1/106
C	4120 Autumn Heights Drive	1/106
D	4120 Autumn Heights Drive	1/106
E	4120 Autumn Heights Drive	1/106
F	4120 Autumn Heights Drive	1/106

EXHIBIT "B"
 CONTINUED
 TO
 DECLARATION OF COVENANTS, CONDITIONS
 AND RESTRICTIONS OF
 AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM
 OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4050 Autumn Heights Drive	1/106
B	4050 Autumn Heights Drive	1/106
C	4050 Autumn Heights Drive	1/106
D	4050 Autumn Heights Drive	1/106
A	4160 Autumn Heights Drive	1/106
B	4160 Autumn Heights Drive	1/106
C	4160 Autumn Heights Drive	1/106
D	4160 Autumn Heights Drive	1/106
A	320 Autumn Ridge Circle	1/106
B	320 Autumn Ridge Circle	1/106
C	320 Autumn Ridge Circle	1/106
D	320 Autumn Ridge Circle	1/106
E	320 Autumn Ridge Circle	1/106
F	320 Autumn Ridge Circle	1/106
A	4090 Autumn Heights Drive	1/106
B	4090 Autumn Heights Drive	1/106
C	4090 Autumn Heights Drive	1/106
D	4090 Autumn Heights Drive	1/106
E	4090 Autumn Heights Drive	1/106
F	4090 Autumn Heights Drive	1/106
A	4095 Autumn Heights Drive	1/106
B	4095 Autumn Heights Drive	1/106
C	4095 Autumn Heights Drive	1/106
D	4095 Autumn Heights Drive	1/106
E	4095 Autumn Heights Drive	1/106
F	4095 Autumn Heights Drive	1/106

CONSENT TO SUPPLEMENT

The undersigned lender hereby consents and approves the foregoing Supplement for Phase 7 of Autumn Heights Townhomes--A Condominium annexing the real property described in Exhibit "A" attached thereto.

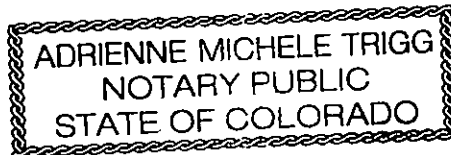
SIGNED this 27th day of MARCH, 2004.

LENDER:

1 WELLS FARGO BANK WEST, N.A.

By: [Signature]
Title: VICE PRESIDENT

STATE OF COLORADO)
 Denver) ss.
COUNTY OF ~~EL PASO~~)



The foregoing Consent to Declaration was signed and acknowledged before me this _____ day of March 27th, 2004, by Daniel V. Sheehan as Vice President of Wells fargo Bank West, N.A.

SEAL

Adrienne M. Trigg
Notary Public
Address: 1740 Broadway
Denver, CO 80274
My Commission Expires: 8/4/02

J. Patrick Kelly El Paso Cty, CO
04/10/2001 03:22 201044218
Doc \$0.00 Page
Rec \$75.00 15 of 15

J. Patrick Kelly El Paso Cty, CO 201005895
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Doc \$0.00 Page
Rec \$70.00 1 of 14

El Paso County Clerk & Recorder: Index in Grantee Indexes under Autumn Heights Townhomes, and Autumn Heights Condominium Owners Association, Inc. and under Grantor as Autumn Heights Venture, LLC

SUPPLEMENT/AMENDMENT
CONDOMINIUM DECLARATION
FOR
AUTUMN HEIGHTS TOWNHOMES--A CONDOMINIUM
PHASE 3

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Autumn Heights Venture, LLC, a Colorado limited liability company, (hereinafter called the "Declarant") did cause to be recorded that certain Condominium Declaration for Autumn Heights Townhomes--A Condominium, on NOV. 21, 2000, in Reception No. 200141058 of the real property records of the County of El Paso, State of Colorado (hereinafter called the "Declaration"), and

WHEREAS, the Declarant has recorded that certain Condominium Map on NOV 21, 00 in Reception No. 200141059 (hereinafter called the "Condominium Map"), and

WHEREAS, pursuant to the terms and provisions of Article XVII of the Declaration, the Declarant therein, for itself, its successors and assigns, expressly reserved the right to expand the Condominium Project therein described (hereinafter called the "Project") by submitting additional real property and improvements to condominium ownership, thereunder, which expansion could be accomplished pursuant to the terms of the Declaration, without the consent of the Owners of the existing condominium units within the Project by the recording of this Amendment/Supplement (hereinafter called the "Supplement"); and

WHEREAS, the Declarant desires (in accordance with the terms and conditions set forth in the Declaration) to expand further the Project by submitting to condominium ownership the real property described on Exhibit "A" attached hereto and incorporated herein by reference and all improvements located thereon (said real property and improvements are hereinafter called the "Annexed Property"), and

NOW, THEREFORE, the Declarant does hereby publish and declare that the following terms, conditions, covenants, easements, restrictions, uses, limitations and obligations shall be deemed to run with the land encompassing the Annexed Property and shall be a burden and benefit to the undersigned, its successors and assigns and to any person acquiring or owning an interest in the Annexed Property and their grantees, successors, heirs, executors, administrators, devisees or assigns

1 Submission to Condominium Ownership. Declarant does hereby annex and submit the Annexed Property, together with all improvements thereon and rights appurtenant thereto, to condominium ownership pursuant to the Declaration and the Colorado Common Interest Ownership Act (C.R.S., §38-33.3-101, et seq.) and any other applicable laws and statutes of the State of Colorado. The Declarant hereby declares that the Annexed Property shall be held, sold, used, encumbered, improved, occupied, owned, resided upon, hypothecated and conveyed subject to easements, restrictions, covenants, provisions and conditions of the Declaration, the Condominium Map, the Supplemental Map, this Supplement, the Association's Articles of Incorporation, Bylaws, and rules and regulations, including without any amendments and supplements thereto (all of which are hereinafter collectively called the "Condominium Documents") All of which are for the purpose of enhancing and protecting the value, desirability and attractiveness of the Annexed Property and all of which shall run with the land and be binding upon all parties having any right, title or interest in the Annexed Property or any part thereof, their heirs, successors and assigns and which shall inure to the benefit of each owner thereof.

2. Division Into Condominium Units. The Annexed Property is hereby divided into SIXTEEN (16) separate Condominium Units which brings the total number of Condominium Units in the Project to THIRTY TWO (32). Each Condominium Unit consists of a separate fee simple estate in a particular Condominium Unit, an appurtenant undivided fee simple interest in the Common Elements, the appurtenant right to the exclusive use of certain Limited Common Elements, if any are shown by the Condominium Map or Supplemental Map and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium unit as described in the Condominium Documents. The undivided Proportionate Interests in the Common Elements appurtenant to a particular Condominium Unit located upon the Annexed Property and the Property is shown on Exhibit "B" attached hereto and incorporated herein by this reference

3. Supplement to the Condominium Map.

A The Declarant has caused to be recorded a supplement to the Condominium Map showing the Condominium Units in the Annexed Property; that supplement was recorded on 1/17/00 in the real property records of El Paso County, Colorado in Reception No. 201005894 (herein called the "Supplemental Map"). The Supplemental Map, which is incorporated herein by this reference, shall show and identify the Condominium Units, the General Common Elements, and any Limited Common Elements on the Annexed Property, shall also identify any Unit to which any Limited Common Elements are attached and assigned, and shall otherwise comply with the Condominium Documents and any and all statutory or legal requirements. After the Supplemental Map has been filed for record in the office of the Clerk and Recorder of the County of El Paso, State of Colorado, every contract, deed, lease, mortgage, trust deed, will or other instrument may legally describe a Condominium Unit situated on the Annexed

J Patrick Kelly El Paso Cty, CO 201005895
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Doc \$0.00 Page
Rec \$70.00 3 of 14

Property by reference to the Condominium Map, which shall be deemed to include this Supplement and the Supplemental Map, without the necessity for specific references thereto

B. Every such description shall be good and sufficient for all purposes to sell, convey, transfer, encumber or otherwise affect not only the Condominium Unit but also any appurtenant Limited Common Elements, the appurtenant undivided interest in the Common Elements and all other rights, limitations, easements, covenants, conditions and burdens incident to the ownership of a Condominium Unit as described in the Condominium Documents. Every such description shall be construed to include a nonexclusive easement for ingress and egress to and from an Owner's Condominium Unit as well as the use of all of the General Common Elements and any Limited Common Elements appurtenant to said Condominium Unit

4. Relation of this Supplement to the Declaration

A. The provisions contained in this Supplement shall be in amendment, addition and supplemental to the provisions contained in the Condominium Ownership Act of the State of Colorado and those contained in the Declaration. All provisions of the Condominium Documents shall be applicable to the Annexed Property and the Common Elements and Condominium Units created hereby. The definitions used in the Declaration shall automatically be expanded to encompass and refer to the Project as expanded hereby; for example, "Property" shall mean the real property described in Exhibit "A" to the Declaration plus the additional real property described in Exhibit "A" hereto and added to the Project hereby, reference to the Declaration shall mean the Declaration as previously supplemented or supplemented hereby, and reference to the Condominium Map shall mean the original Condominium Map together with any supplemental Condominium Map.

B. The recording of this Supplement shall operate automatically to grant, transfer, and convey to the current Owners of the Condominium Units in the Project, as it existed before such expansion, the respective undivided Proportionate Interests appurtenant thereto in the new Common Elements added to the Project as a result of such expansion and to adjust their Proportionate Interests and Proportionate Shares as described in Exhibit "B" hereto. Such recording shall also operate to vest in any then Mortgagee of any Condominium Unit in the Project, as it existed before such expansion, a security interest in the appurtenant additional undivided interests so acquired by the Owner of the Condominium Unit, but subject to the Condominium Documents.

5. Acceptance of Provisions of All Documents/Waiver of Homestead Each Owner of a Condominium Unit located upon the Annexed Property, covenants and agrees, by acceptance of any right, title or interest for such Unit, to be bound by the terms and provisions of the Condominium Documents and hereby waives any and all homestead rights and exemptions.

6. Continuing Reservation for Further Expansion. The Declarant continues to reserve the development right to annex, at its sole option, additional property pursuant to Article XVII of the Declaration. The Declarant's development rights under the Declaration may be exercised at different times and as to different portions of the Property or Expansion Property, and so no assurances are made hereby regarding the boundaries of any portion of real property which may be annexed hereafter nor the order in which said portion may be annexed. If the Declarant exercises any right to annex additional portions, the Declarant is not required to exercise any development rights as to any and all portions of the remaining Property or Expansion Property. Any portion of the Property or Expansion Property may be designated as General or Limited Areas or Elements as shown by any plat or map which has been or will be recorded regarding that portion

7. General.

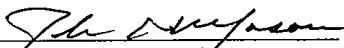
A If any of the provisions of this instrument or any paragraph, sentence, clause, phrase or word or application thereof in any circumstances shall be invalidated, such invalidity shall not affect the validity of the remainder of this Supplement or of the Declaration, and such invalidity shall not effect the validity of any other provision, paragraph, sentence, clause, phrase or word.

B. That whenever used herein, unless the context shall provide otherwise, the singular number shall include the plural, the plural the singular and the use of any gender shall include all genders.

C. The covenants, terms and provisions of this Supplement and of the Declaration shall be binding upon and shall inure to the benefit of the Declarant, the Association, and each Owner of a Condominium Unit, and the respective heirs, personal representatives, successors and assigns of each of them Except as amended hereby, the Declaration shall continue in full force and effect in accordance with its provisions, whether unamended or previously amended

IN WITNESS WHEREOF, the undersigned has executed this supplement to the Declaration this 4TH day of DECEMBER, 2000

AUTUMN HEIGHTS VENTURE, LLC
a Colorado limited liability company

By 
Its: MANAGER

J. Patrick Kelly El Paso Cty, CO 201005895
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Doc \$0.00 Page
Rec \$70.00 5 of 14

STATE OF COLORADO)
) ss
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 14th day of December, 2000, by JACK I. MASON as MANAGER of Autumn Heights Venture, LLC, a Colorado limited liability company

Witness my hand and official seal
My commission expires 2/11/02

Kerry Curich
Notary Public

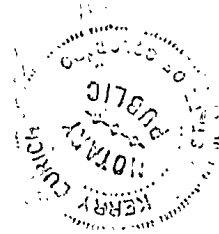


EXHIBIT "A"
TO
CONDOMINIUM DECLARATION
OF
AUTUMN HEIGHTS TOWNHOMES-A CONDOMINIUM

LEGAL DESCRIPTION

SEE ATTACHED

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Rec	\$70.00	6 of 14



AUTUMN HEIGHTS TOWNHOMES, PHASE 3, NORTH PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS.

COMMENCING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE; THENCE ALONG SAID WESTERLY R.O.W LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING TWO COURSES: (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 03° 33' 25" (THE LONG CHORD OF WHICH BEARS S 35° 16' 30" W, A LONG CHORD DISTANCE OF 66.54 FEET), AN ARC LENGTH OF 66.55 FEET TO THE NORTHEAST CORNER OF AUTUMN HEIGHTS TOWNHOMES PHASE 1; THENCE ALONG THE NORTHERLY BOUNDARY OF SAID AUTUMN HEIGHTS TOWNHOMES PHASE 1, THE FOLLOWING FIVE COURSES: (1) THENCE WESTERLY ALONG THE ARC OF A 193.20 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 45° 13' 57" (THE LONG CHORD OF WHICH BEARS N 83° 10' 20" W, A LONG CHORD DISTANCE OF 148.60 FEET), AN ARC LENGTH OF 152.53 FEET TO A POINT OF COMPOUND CURVATURE; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 12° 05' 11" (THE LONG CHORD OF WHICH BEARS S 68° 10' 05" W, A LONG CHORD DISTANCE OF 54.74 FEET), AN ARC LENGTH OF 54.85 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

(3) THENCE CONTINUING SOUTHWESTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 08° 59' 57" (THE LONG CHORD OF WHICH BEARS S 57° 37' 31" W, A LONG CHORD DISTANCE OF 40.80 FEET), AN ARC LENGTH OF 40.84 FEET, (4) THENCE S 53° 07' 33" W, A DISTANCE OF 27.93 FEET; (5) THENCE SOUTHWESTERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 24° 27' 33" (THE LONG CHORD OF WHICH BEARS S 65° 21' 19" W, A LONG CHORD DISTANCE OF 42.37 FEET), AN ARC LENGTH OF 42.69 FEET; THENCE N 02° 02' 59" E, A DISTANCE OF 172.58 FEET; THENCE N 20° 34' 37" W, A DISTANCE OF 44.20 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF A 219.53 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 24° 42' 15" (THE LONG CHORD OF WHICH BEARS S 48° 19' 50" W, A LONG CHORD DISTANCE OF 93.92 FEET), AN ARC LENGTH OF 94.65 FEET; THENCE N 54° 01' 18" W, A DISTANCE OF 96.70 FEET TO A POINT ON THE NORTHWESTERLY BOUNDARY OF SAID LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1; THENCE ALONG SAID BOUNDARY, THE FOLLOWING TWO COURSES: (1) THENCE NORTHEASTERLY ALONG THE ARC OF A 350.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 24° 16' 06" (THE LONG CHORD OF WHICH BEARS N 51° 04' 10" E, A LONG CHORD DISTANCE OF 147.14 FEET), AN ARC LENGTH OF 148.25 FEET TO A POINT OF COMPOUND CURVATURE; (2) THENCE NORTHEASTERLY ALONG THE ARC OF A 475.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 00° 33' 53" (THE LONG CHORD OF WHICH BEARS N 63° 29' 10" E, A LONG CHORD DISTANCE OF 4.68 FEET), AN ARC LENGTH OF 4.68 FEET; THENCE S 26° 05' 12" E, A DISTANCE OF 66.82 FEET; THENCE EASTERLY ALONG THE



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ROCKY MOUNTAIN LAND SERVICES

ARC OF A 257.15 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 22° 42' 41" (THE LONG CHORD OF WHICH BEARS N 76° 11' 19" E, A LONG CHORD DISTANCE OF 101.26 FEET), AN ARC LENGTH OF 101.93 FEET TO A POINT ON THE BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 2; THENCE ALONG SAID BOUNDARY, THE FOLLOWING TWO COURSES: (1) THENCE S 10° 00' 00" W, A DISTANCE OF 76.35 FEET; (2) THENCE SOUTHERLY ALONG THE ARC OF A 217.11 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 36° 45' 51" (THE LONG CHORD OF WHICH BEARS S 08° 22' 55" E, A LONG CHORD DISTANCE OF 136.93 FEET), AN ARC LENGTH OF 139.31 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.71 ACRES, MORE OR LESS

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

J. Patrick Kelly El Paso Cty, CO 201005895
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Doc \$0.00 Page
Reo \$70.00 8 of 14



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AUTUMN HEIGHTS TOWNHOMES, PHASE 3, SOUTH PORTION

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE; THENCE ALONG SAID WESTERLY R.O.W. LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING TWO COURSES: (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 20° 49' 20" (THE LONG CHORD OF WHICH BEARS S 26° 38' 33" W, A LONG CHORD DISTANCE OF 387.44 FEET), AN ARC LENGTH OF 389.58 FEET TO THE POINT OF INTERSECTION WITH THE SOUTHERLY BOUNDARY OF AUTUMN HEIGHTS TOWNHOMES PHASE 1 AND ALSO BEING THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED;

THENCE ALONG SAID SOUTHERLY BOUNDARY, THE FOLLOWING FIVE COURSES: (1) THENCE WESTERLY ALONG THE ARC OF A 33.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 60° 43' 12" (THE LONG CHORD OF WHICH BEARS S 77° 32' 28" W, A LONG CHORD DISTANCE OF 33.36 FEET), AN ARC LENGTH OF 34.97 FEET; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 85.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 32° 48' 40" (THE LONG CHORD OF WHICH BEARS S 63° 35' 12" W, A LONG CHORD DISTANCE OF 48.01 FEET), AN ARC LENGTH OF 48.68 FEET; (3) THENCE SOUTHWESTERLY ALONG THE ARC OF A 265.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 18° 38' 20" (THE LONG CHORD OF WHICH BEARS S 70° 40' 22" W, A LONG CHORD DISTANCE OF 85.83 FEET), AN ARC LENGTH OF 86.21 FEET; (4) THENCE SOUTHWESTERLY ALONG THE ARC OF A 95.79 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 33° 59' 00" (THE LONG CHORD OF WHICH BEARS S 44° 21' 42" W, A LONG CHORD DISTANCE OF 55.99 FEET), AN ARC LENGTH OF 56.81 FEET; (5) THENCE N 63° 31' 44" W, A DISTANCE OF 27.30 FEET; THENCE SOUTHERLY ALONG THE ARC OF A 131.23 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 13° 26' 09" (THE LONG CHORD OF WHICH BEARS S 19° 45' 11" W, A LONG CHORD DISTANCE OF 30.70 FEET), AN ARC LENGTH OF 30.77 FEET; THENCE S 13° 02' 07" W, A DISTANCE OF 9.80 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF A 147.60 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 20° 44' 08" (THE LONG CHORD OF WHICH BEARS S 23° 24' 11" W, A LONG CHORD DISTANCE OF 53.13 FEET), AN ARC LENGTH OF 53.42 FEET; THENCE S 67° 21' 52" E, A DISTANCE OF 44.89 FEET; THENCE SOUTHEASTERLY ALONG THE ARC OF A 125.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 16° 15' 25" (THE LONG CHORD OF WHICH BEARS S 59° 14' 09" E, A LONG CHORD DISTANCE OF 35.35 FEET), AN ARC LENGTH OF 35.47 FEET; THENCE N 52° 37' 01" E, A DISTANCE OF 126.45 FEET; THENCE S 81° 21' 11" E, A DISTANCE OF 51.62 FEET TO A POINT ON THE EASTERLY BOUNDARY OF SAID LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1; THENCE NORTHERLY ALONG SAID BOUNDARY AND ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 07° 34' 43" (THE LONG



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CHORD OF WHICH BEARS N 12° 26' 31" E, A LONG CHORD DISTANCE OF 141.69 FEET), AN ARC LENGTH OF 141.80 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 0.59 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF:
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

J. Patrick Kelly El Paso Cty, CO 201005895
01/17/2001 03:53
Doc \$0.00 Page
Rec \$70.00 10 of 14



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AUTUMN HEIGHTS TOWNHOMES - OVERALL SITE

LOT 1 IN BLOCK 1 IN AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO. SAID TRACT CONTAINS 13.26 ACRES, MORE OR LESS.

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01/17/2001	03:53	
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Rec	\$70.00	11 of 14



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EXHIBIT "B"
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS OF
AUTUMN HEIGHTS TOWNHOMES – A CONDOMINIUM

OWNER'S PROPORTIONATE INTEREST/PROPORTIONATE SHARE

Each of the following Condominium Units, located in El Paso County, Colorado, shall have the following proportionate interests/proportionate shares as defined in the Declaration:

<u>Condominium Unit</u>	<u>Building</u>	<u>Proportionate Shares/Interest of Common Expenses, Common Elements and Voting Rights</u>
A	4275 Autumn Heights Drive	1/32
B	4275 Autumn Heights Drive	1/32
C	4275 Autumn Heights Drive	1/32
D	4275 Autumn Heights Drive	1/32
E	4275 Autumn Heights Drive	1/32
F	4275 Autumn Heights Drive	1/32
A	4055 Autumn Heights Drive	1/32
B	4055 Autumn Heights Drive	1/32
C	4055 Autumn Heights Drive	1/32
D	4055 Autumn Heights Drive	1/32
E	4055 Autumn Heights Drive	1/32
F	4055 Autumn Heights Drive	1/32
A	460 Autumn Ridge Circle	1/32
B	460 Autumn Ridge Circle	1/32
C	460 Autumn Ridge Circle	1/32
D	460 Autumn Ridge Circle	1/32
A	340 Autumn Ridge Circle	1/32
B	340 Autumn Ridge Circle	1/32
C	340 Autumn Ridge Circle	1/32
D	340 Autumn Ridge Circle	1/32
A	365 Autumn Ridge Circle	1/32
B	365 Autumn Ridge Circle	1/32
C	365 Autumn Ridge Circle	1/32
D	365 Autumn Ridge Circle	1/32
E	365 Autumn Ridge Circle	1/32
F	365 Autumn Ridge Circle	1/32
A	4270 Autumn Heights Drive	1/32
B	4270 Autumn Heights Drive	1/32
C	4270 Autumn Heights Drive	1/32
D	4270 Autumn Heights Drive	1/32
E	4270 Autumn Heights Drive	1/32
F	4270 Autumn Heights Drive	1/32

J Patrick Kelly El Paso Cty, CO 201005895
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Doc \$0.00 Page
Rec \$70.00 13 of 14

CONSENT OF DEPARTMENT OF VETERANS AFFAIRS

The Department of Veterans Affairs hereby consents to the foregoing Supplement for Phase 3 of Autumn Heights Townhomes-A Condominium annexing the real property described in Exhibit "A" attached thereto

IN WITNESS WHEREOF, the undersigned has executed this document on this 8th day of January, 2000;
2001.

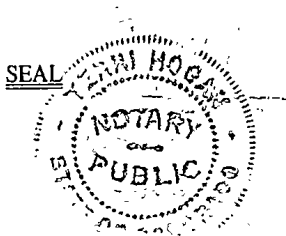
DEPARTMENT OF VETERANS AFFAIRS

By: Valerie J. Herrera
Title: Agent

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 8th day of JANUARY, 2001 by VALERIE J. HERRERA, as authorized agent of the DEPARTMENT OF VETERANS AFFAIRS

WITNESS my hand and official seal.



Terri Hogan
Notary Public
Address: _____

My commission expires: 9-26-03

DEPARTMENT OF VETERANS AFFAIRS
Regional Office
175 Van Gordon St.
DIA 25123
Boulder, Colorado 80225

CONSENT TO SUPPLEMENT

The undersigned lender hereby consents and approves the foregoing Supplement for Phase 3 of Autumn Heights Townhomes--A Condominium annexing the real property described in Exhibit "A" attached thereto

SIGNED this 14th day of December, 2000.

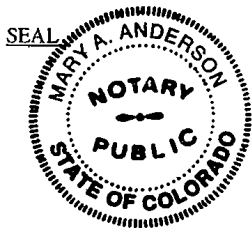
LENDER:

WELLS FARGO BANK WEST, N.A.

By Daniel V. Sheehan
Title: VICE PRESIDENT

STATE OF COLORADO)
Denver) ss.
City x COUNTY OF EL PASO)

The foregoing Consent to Declaration was signed and acknowledged before me this 14th day of December, 2000, by Daniel V. Sheehan as Vice President of Wells Fargo Bank West, N.A.



Mary A. Anderson
Notary Public
Address: 1740 Broadway
Denver CO 80202
My Commission Expires. 8/30/2001

Clerk & Recorder

Please record this document in the following indexes:

Property Index

Grantor Index – Autumn Heights Condominium Owners Association, Inc.

Grantee Index – Autumn Heights Condominium Owners Association, Inc.

**TECHNICAL AMNEDMENT OT THE DECLARATION
NOTICE OF OWNER ASSOCIATION ADDRESS UNDER DECLARATION**

**SUBJECT AND
PURPOSE:**

Pursuant to C.R.S. Section 38-38-301(1) (c), and in compliance with the notice provision of that statute, this document provides notice of the owner association's address.

**PROPERTIES
AFFECTED:**

All homes, or lots, or units and properties within the County of El Paso, State of Colorado as are subject to the Declaration for Autumn Heights Townhomes, recorded November 21, 2000, at Reception Number 200141058 and all amendments and supplements. The property is also described in the attached Exhibit "A", if attached.

**NAME OF OWNERS
ASSOCIATION:**

Autumn Heights Condominium Owners Association, Inc.

NOTICE: Notice is given for entities purporting to have an interest in property governed by the Declaration that the current addresses of the owners association under the Declaration are as follows:

- (1) Z&R Property Management
6015 Lehman Drive, Suite 205
Colorado Springs, CO 80918; and
- (2) As set forth as the principal office and/or registered agent and office of the owners' association, as maintained by the owners' association in the records of the office of the Colorado Secretary of State.

The owner association may change the above addresses from time to time.

Dated: 2/21/08

By: Laura S. Heinrich
Laura S. Heinrich, Attorney for Association
Orten Cavanagh Richmond & Holmes, LLC
1301 Washington Avenue, Suite 350
Golden, Colorado 80401

208021017

AUTUMN HEIGHTS TOWNHOMES, PHASE 1

A PORTION OF LOT 1, BLOCK 1, AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6th P.M., IN THE CITY OF COLORADO SPRINGS, SAID TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE MOST NORTHEASTERLY CORNER OF SAID LOT 1 AND ALSO BEING A POINT ON THE WESTERLY RIGHT OF WAY OF BROADMOOR BLUFFS DRIVE; THENCE ALONG SAID WESTERLY R.O.W. LINE AND THE EASTERLY LINE OF SAID LOT 1, THE FOLLOWING THREE COURSES: (1) THENCE S 37° 04' 12" W, A DISTANCE OF 162.39 FEET TO A POINT OF CURVATURE ON SAID LOT 1; (2) THENCE SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 03° 33' 25" (THE LONG CHORD OF WHICH BEARS S 35° 16' 30" W, A LONG CHORD DISTANCE OF 66.54 FEET), AN ARC LENGTH OF 66.55 FEET TO THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED; THENCE CONTINUING SOUTHWESTERLY ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 02° 48' 37" (THE LONG CHORD OF WHICH BEARS S 32° 05' 29" W, A LONG CHORD DISTANCE OF 52.58 FEET), AN ARC LENGTH OF 52.58 FEET; THENCE WESTERLY ALONG THE ARC OF A 140.70 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 50° 39' 39" (THE LONG CHORD OF WHICH BEARS N 86° 52' 32" W, A LONG CHORD DISTANCE OF 120.40 FEET), AN ARC LENGTH OF 124.41 FEET; THENCE S 67° 47' 39" W, A DISTANCE OF 86.22 FEET; THENCE S 06° 00' 00" E, A DISTANCE OF 156.34 FEET; THENCE S 31° 28' 33" E, A DISTANCE OF 51.49 FEET; THENCE EASTERLY ALONG THE ARC OF A 66.32 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 53° 50' 59" (THE LONG CHORD OF WHICH BEARS N 80° 35' 05" E, A LONG CHORD DISTANCE OF 60.06 FEET), AN ARC LENGTH OF 62.33 FEET TO A POINT ON SAID WESTERLY RIGHT OF WAY LINE OF BROADMOOR BLUFFS DRIVE; THENCE SOUTHERLY ALONG SAID WESTERLY LINE AND ALONG THE ARC OF A 1072.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 01° 46' 51" (THE LONG CHORD OF WHICH BEARS S 17° 07' 18" W, A LONG CHORD DISTANCE OF 33.32 FEET), AN ARC LENGTH OF 33.32 FEET; THENCE WESTERLY ALONG THE ARC OF A 33.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 60° 43' 12" (THE LONG CHORD OF WHICH BEARS S 77° 32' 28" W, A LONG CHORD DISTANCE OF 33.36 FEET), AN ARC LENGTH OF 34.97 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF A 85.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 32° 48' 40" (THE LONG CHORD OF WHICH BEARS S 63° 35' 12" W, A LONG CHORD DISTANCE OF 48.01 FEET), AN ARC LENGTH OF 48.68 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF A 265.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 18° 38' 20" (THE LONG CHORD OF WHICH BEARS S 70° 40' 22" W, A LONG CHORD DISTANCE OF 85.83 FEET), AN ARC LENGTH OF 86.21 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF A 95.79 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 33° 59' 00" (THE LONG CHORD OF WHICH BEARS S 44° 21' 42" W, A LONG CHORD DISTANCE OF 55.99 FEET), AN ARC LENGTH OF 56.81 FEET; THENCE N 63° 31' 44" W, A DISTANCE OF 33.38 FEET; THENCE NORTHERLY ALONG THE ARC OF A 40.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 101° 20' 11" (THE LONG CHORD OF WHICH BEARS N 12° 51' 38" W, A LONG CHORD DISTANCE OF 61.88 FEET), AN ARC LENGTH OF 70.75 FEET; THENCE N 37° 48' 27" E, A DISTANCE OF 54.03 FEET; THENCE N 14° 04' 07" E, A DISTANCE OF 146.40

FEET; THENCE N 22° 40' 19" W, A DISTANCE OF 66.90 FEET; THENCE N 77° 35' 06" E, A DISTANCE OF 39.00 FEET; THENCE EASTERLY ALONG THE ARC OF A 100.00 FOOT RADIUS CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 24° 27' 33" (THE LONG CHORD OF WHICH BEARS N 65° 21' 19" E, A LONG CHORD DISTANCE OF 42.37 FEET), AN ARC LENGTH OF 42.69 FEET; THENCE N 53° 07' 33" E, A DISTANCE OF 27.93 FEET; THENCE EASTERLY ALONG THE ARC OF A 260.00 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 21° 05' 08" (THE LONG CHORD OF WHICH BEARS N 63° 40' 07" E, A LONG CHORD DISTANCE OF 95.14 FEET), AN ARC LENGTH OF 95.68 FEET; THENCE EASTERLY ALONG THE ARC OF A 193.20 FOOT RADIUS CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 45° 13' 57" (THE LONG CHORD OF WHICH BEARS S 83° 10' 20" E, A LONG CHORD DISTANCE OF 148.60 FEET), AN ARC LENGTH OF 152.53 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS 1.18 ACRES, MORE OR LESS.

PREPARED BY:

CHRISTOPHER THOMPSON
COLORADO P.L.S. NO. 19625
FOR AND ON BEHALF OF
ROCKY MOUNTAIN LAND SERVICES
1623 SOUTH TEJON STREET
COLORADO SPRINGS, COLORADO 80906
719-630-0559

LEGAL DESCRIPTION OF EXPANSION PROPERTY
NOT INCLUDING PHASE 1

LOT 1 IN BLOCK 1 IN AUTUMN HEIGHTS FILING NO. 1 AS RECORDED IN PLAT BOOK U-3 AT PAGE 71 OF THE RECORDS OF THE EL PASO COUNTY CLERK AND RECORDER AND LOCATED IN A PORTION OF SECTION 6, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6TH P.M., IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO. SAID TRACT CONTAINS 13.26 ACRES LESS PHASE 1, MORE OR LESS.