

When Recorded, Return To:

Bluegreen West Corporation
7373 N. Scottsdale Rd., Ste. D-217
Scottsdale, AZ 85253



3018964
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Declaration of Annexation

This Declaration of Annexation is made by Bluegreen West Corporation, a Delaware corporation ("Declarant").

Declarant has previously executed and recorded that certain Amended and Restated Declaration of Covenants, Conditions, and Restrictions ("Declaration") affecting real property dated July 7, 1999, and recorded on July 12, 1999, as Instrument No. 3013222 official records of Coconino County, Arizona.

Pursuant to Article 4, Expansion, Declarant reserves the right to annex additional land under the declaration, with reasonable variances;

Declarant has executed and caused to be recorded Lots 84 thru 233, of Mogollon Ranch Unit Two, according to the map of record in the office of the Coconino County Recorder, in Case 7 of Maps, Pages 97 A - D (the "Annexed Lots"). The Declarant is the owner of each of the annexed lots.

Declarant hereby declares as follows:

1. The annexed lots are hereby annexed under the above declaration and henceforth each of the annexed lots shall be subject to the terms and conditions of the above declaration as below modified. The rights, powers, and obligations of the owners of each of the annexed lots shall be the same as the owners of the property originally subject other declaration, only as below modified.
2. Paragraph 6 P, **Nuisances**: is modified, as it applies to the annexed lots only, to provide that: No lot owner shall place or maintain any animate or inanimate object upon any lot so as to create a nuisance to the owners of the neighboring lots. The operation of vehicles or motors of any type without mufflers is prohibited. All terrain type vehicles, off road motorcycles, and snow mobiles shall be operation only within an owner's lots and are prohibited from interior roads, access easement roads, and the trail easements. No firearms may be discharged on any area of the property.

(1)

Except as specifically above modified, all provisions of the declaration remain in full force and effect.

Date this 17th day of AUGUST, 1999.

Bluegreen West Corporation
a Delaware corporation

By: Peter M. Gooding
Peter M. Gooding
Its: Executive Vice President

State of Arizona)
County of MARICOPA) ss.

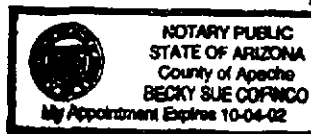
Date of Acknowledgement

AUGUST 17, 1999

Acknowledgement: On this date, before me, a Notary Public, personally appeared Peter M. Gooding, E.V.P., known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same.

Becky Sue Corfusco
Signature of Notary Public

10/04/02
My Commission Expires



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