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**THIRD AMENDMENT TO DECLARATION OF PROTECTIVE
COVENANTS, CONDITIONS AND RESTRICTIONS FOR
BUFFALO CREEK SUBDIVISION AT WELLINGTON
(a Common Interest Limited Expense Planned Community)**

THIS THIRD AMENDMENT to Declaration of Protective Covenants, Conditions and Restrictions for Buffalo Creek Subdivision at Wellington ("Third Amendment") is made and entered into this 28th day of September, 2004, by TIMBERLINE DEVELOPMENT GROUP, INC., a Colorado Corporation (the "Declarant").

WITNESSETH:

WHEREAS, the Declaration of Protective Covenants, Conditions and Restrictions for Buffalo Creek Subdivision at Wellington (the "Initial Declaration") was filed with the Clerk and Recorder of Larimer County, State of Colorado, under Reception No. 152760 on the 20th day of May, 2003; and

WHEREAS, the First Amendment to Declaration of Protective Covenants, Conditions and Restrictions for Buffalo Creek Subdivision at Wellington (the "First Amendment") was filed with the Clerk and Recorder of Larimer County, State of Colorado, under Reception No. 242429 on the 28th day of October, 2003; and

WHEREAS, the Second Amendment to Declaration of Protective Covenants, Conditions and Restrictions for Buffalo Creek Subdivision at Wellington (the "Second Amendment") was filed with the Clerk and Recorder of Larimer County, State of Colorado, under Reception No. 20040048841 on the 21st day of May, 2004; and

WHEREAS, the Initial Declaration, the First Amendment, and the Second Amendment are collectively referred to hereinafter as the "Declaration"; and

WHEREAS, Section 1(g) of Article XII of the Declaration reserves the right for the Declarant to add some or all of the Expansion Property identified on Exhibit "B" to the Property; and

WHEREAS, Section 1(f)(i) of Article XII of the Declaration allows the Declarant to amend the Declaration to add some or all of the Expansion Property to the Property; and

WHEREAS, Section 1(i) of Article XII of the Declaration provides that the Declarant shall, upon adding some or all of the Expansion Property to the Property, record an amendment to the Declaration reallocating the Allocated Interests so that the Allocated Interests appurtenant to each Lot will be apportioned according to the total number of Lots submitted to the Declaration; and

