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SECOND AMENDMENT

TO

DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS

FOR

CROSS CREEK RANCH

IN

SEDONA, ARIZONA



THIS SECOND AMENDMENT ("Amendment") to Declaration of Covenants, Conditions and Restrictions for Cross Creek Ranch is made this 10th day of September, 2009 (the "Effective Date") by the Board of Directors of the Cross Creek Ranch Community Association, an Arizona non-profit corporation.

RECITALS

A. Cross Creek Ranch is subdivision located in Sedona, Arizona ("Cross Creek Ranch"), the boundaries of which are shown on the Plat recorded in Book 48 of Maps and Plats, Pages 8 - 14, Official Records of Yavapai County Recorder, Yavapai County, Arizona (the "Plat").

B. Cross Creek Ranch is governed by that certain Declaration of Covenants, Conditions and Restrictions for Cross Creek Ranch dated June 19, 2003 and recorded on July 1, 2003 as Instrument No. 3599928 in Book 4047, Page 427, Official Records of Yavapai County Recorder, Yavapai County, Arizona, as amended by that certain First Amendment to Declaration of Covenants, Conditions and Restrictions for Cross Creek Ranch dated May 15, 2008 and recorded on OCTOBER 29, 2009 as Instrument No. B. 4703, P. 874 in the Official Records of Yavapai County Recorder, Yavapai County, Arizona (as so amended, the "Declaration").

C. Cross Creek Ranch Community Association is an Arizona nonprofit corporation (the "Association") organized to administer and enforce the Project Documents, including the Declaration.

D. At a duly noticed and called September 10, 2009 Special Meeting of the Association, the requisite majority of the Members of the Association voted to authorize the Board of Directors to amend the Declaration to, among other things, clarify that Membership in the Association, and number of domestic water customers, is limited to 84 Members, actual or potential as of the Effective Date of this Second Amendment.

AMENDMENT

NOW, THEREFORE, in consideration of the foregoing Recitals, and the other terms and conditions set forth in this Second Amendment, the Board of Directors of the Association with the requisite majority authorization of the Members of the Association hereby amend the Declaration as of the Effective Date as follows:

1. Defined Terms and Recitals. The foregoing Recitals are incorporated herein by this reference. Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to such term in the Declaration.

2. Limitation of Membership. Section 1.29 of the Declaration is hereby amended by adding the following sentence:

"Membership in the Association shall be limited to 84 Members, actual or potential. The Association shall only provide domestic water

