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EPSTEN & GRINNELL
16835 West Bernardo Drive, Suite 210
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**FIRST AMENDED AND CONSOLIDATED
DECLARATION OF RESTRICTIONS
FOR
SUN CITY CIVIC ASSOCIATION
*A Residential Planned Development
and
A Senior Community***

**FIRST AMENDED AND CONSOLIDATED
DECLARATION OF RESTRICTIONS
FOR
SUN CITY CIVIC ASSOCIATION¹²**

THIS FIRST AMENDED AND CONSOLIDATED DECLARATION OF RESTRICTIONS is made on the day and year written below, by SUN CITY CIVIC ASSOCIATION, a California nonprofit mutual benefit corporation ("Association"), with reference to the following Recitals.

RECITALS

A. Association is a corporation that was established to operate and maintain certain "Common Area" (as defined below) facilities designed to serve the Owners of all the "Residential Lots" (as defined below) within those certain parcels of real property in Sun City, County of Riverside, State of California, more particularly described in Exhibit C attached hereto and made a part hereof, hereinafter referred to collectively as "Separate Tracts."

B. The Separate Tracts comprise Sun City Civic Association, a Planned Development, as defined in Section 1351(k) of the California Civil Code, and contain both "Residential Lots" and "Non-Residential Lots" (as defined below) including Common Area.

C. The Separate Tracts are currently subject to numerous separate recorded Declarations of Restrictions and amendments thereto, as identified in Exhibit D attached hereto and made a part hereof, hereinafter referred to collectively as "Separate Declarations," unless the context clearly indicates otherwise. Exhibit D lists only those recorded declarations or amendments to them that specifically relate to Sun City Civic Association.

D. Association now desires to consolidate the Separate Declarations into one document and to bring them in their entirety under this one single Amended and Consolidated Declaration (hereafter "Consolidated Declaration"), so that there will be a single document affecting all the Owners and Members of the Association collectively. Association further desires that, upon recordation of this Consolidated Declaration, the real property that was

1. NOTE: Pursuant to the authority contained in Paragraph 10(d) below, a right is reserved to the Board, without the need for a vote of the Members or Non-Residential Owners, to file an amendment at any time, to correct a scrivener's error in this Consolidated Declaration or any later amendment or Declaration of Annexation. There are a few items shown in this Consolidated Declaration using ~~redlining~~ or ~~strikeouts~~ to show editorial changes or clarification or the correction of a few mistakes that occurred from the version on which the owners voted. At each such location, there is a footnote to explain why the change was made.

subject to those Separate Declarations that are consolidated hereunder (hereafter "Consolidated Property") shall be and become subject to the covenants, conditions, restrictions, rights, reservations, easements, equitable servitudes, liens and charges contained herein. The Consolidated Property initially made subject to this Consolidated Declaration is described in Exhibit A attached hereto and made a part hereof.

E. The Separate Declarations that are being amended and consolidated hereunder are identified in Exhibit B attached hereto and made a part hereof.

F. Due to the number of Owners and Separate Tracts involved in the consolidation process, Association anticipates that it will take a significant period of time to obtain the approvals necessary to consolidate all of the Separate Declarations under this single Consolidated Declaration. Thus, rather than attempting to wait until all the required approvals are obtained with respect to all of the Separate Tracts and their respective Separate Declarations, Association plans to consolidate the Separate Declarations in stages, as the owners in the various Separate Tracts provide the required approvals. Thus, Association plans to amend this Consolidated Declaration, from time to time, as the owners in other Separate Tracts amend the terms of their respective Separate Declarations to authorize their consolidation under this Consolidated Declaration. To show these approvals, Association will periodically record Declarations of Annexation that will amend Exhibits A and B attached hereto, to annex additional Separate Tracts, thereby making those Separate Tracts part of the Consolidated Property and incorporating their respective Separate Declarations under the terms of this Consolidated Declaration.

G. All of the Consolidated Property shall hereafter continue to be held, conveyed, hypothecated, encumbered, leased, rented, used, occupied, and improved subject to the declarations, limitations, covenants, conditions, restrictions, reservations, rights, and easements set forth in this Consolidated Declaration, as it may be amended from time to time, all of which are declared and agreed to be in furtherance of a plan established for the purpose of enhancing and perfecting the value, desirability, and attractiveness of the Consolidated Property. All the terms and provisions of this Consolidated Declaration shall constitute covenants running with the land and enforceable equitable servitudes upon the Consolidated Property, and shall be binding on and for the benefit of all of the Consolidated Property and all parties having or acquiring any right, title, or interest in all or any part of the Consolidated Property, including the heirs, executors, administrators, and assigns of such parties and all subsequent owners and lessees of all or any part of any Lot in the Consolidated Property.

NOW THEREFORE, the Members establish the following Amended and Consolidated Declaration of Restrictions:

1. **Recitals Incorporated.** The terms of the Recitals set forth above shall be deemed part of this Consolidated Declaration.

2. **Consolidation of Declarations.** All the Separate Declarations identified in Exhibit B hereafter are fully incorporated herein by this reference, as if set forth fully herein. The terms set forth in each of the Separate Declarations described in Exhibit B are specifically ratified, approved and confirmed and continue in full force and effect, except to the extent that

they are amended as described in this Consolidated Declaration. The terms of this Consolidated Declaration, especially as set forth below, are intended to amend each of the Separate Declarations described in Exhibit B, and to control to the extent that they are inconsistent with any of the terms of the Separate Declarations described in Exhibit B. As stated in the Recitals above, Exhibits A ~~and B and G²~~ may be amended from time to time hereafter, by recording various Declarations of Annexation, to consolidate the terms of other Separate Declarations described in Exhibit D under the terms of this Consolidated Declaration.

3. **Definitions.**

a. **Act.** Act means the Davis-Stirling Common Interest Development Act, Civil Code Section 1350 *et seq.*, as amended from time to time, or any successor statute.

b. **Assessment.** Assessment means a charge against a particular Owner and the Owner's Residential Lot, representing a portion of the Common Expenses which are to be paid by each such Owner to the Association in the manner provided herein and in the Bylaws.

c. **Association.** Association means SUN CITY CIVIC ASSOCIATION, a California nonprofit mutual benefit corporation (governed by the Nonprofit Mutual Benefit Corporation Law of the State of California), its successors and assigns, and has the meaning as defined in California Civil Code Section 1351(a) or any successor statute.

d. **Board or Board of Directors.** Board or Board of Directors means the Board of Directors of the Association.

e. **Common Area.** Common Area means all real property (including the improvements thereon) owned by the Association for the common use and enjoyment of the Owners. Without limiting the generality of the foregoing statement, the Common Area presently consists of those lots identified in Exhibit E attached hereto and made a part hereof.

f. **Common Expenses.** Common Expenses means the expenses that the Association is responsible for paying that are incurred in owning, maintaining, repairing and otherwise operating the Association.

g. **Governing Documents.** Governing Documents means the Association's Articles of Incorporation, Bylaws, this Consolidated Declaration, rules and regulations or any other documents that govern the operation of the Consolidated Property or the Association, as each such document may be amended from time to time, and has the meaning as defined in California Civil Code Section 1351(j) or any successor statute.

2. NOTE: Pursuant to the authority contained in Paragraph 10(d), a reference to Exhibit G was eliminated at this point to correct an error. Exhibit G will not change as Declarations of Annexation are recorded. Instead, Exhibit G lists all the property that is or may become Residential Lots, but the lots will not be considered Residential Lots until they are listed in Exhibit A, as Exhibit A is amended from time to time by one or more Declarations of Annexation. Only Exhibits A and B will change as Declarations of Annexation are recorded.

h. **Lot.** Lot means any plot of land shown as such upon any recorded subdivision map of the Separate Tracts, including all the Residential Lots and all the Non-Residential Lots.

i. **Member.** Member means an Owner, as defined below, who is entitled to membership in the Association by virtue of such ownership. Ownership of a Residential Lot shall be the sole qualification for membership in the Association. Owners of those Lots that are Non-Residential Lots, including the Common Area, shall not be Members of the Association nor subject to the levying of Assessments by the Association. However, such Lots shall be subject to all other provisions of this Consolidated Declaration.

j. **Mortgage.** Mortgage shall mean any recorded mortgage or deed of trust or other conveyance of a Residential Lot to secure the performance of an obligation, which conveyance will be released or reconveyed upon the completion of such performance. The term "Deed of Trust" or "Trust Deed" shall be synonymous with the term "Mortgage."

k. **Non-Residential Lot.** Non-Residential Lot means any plot of land shown upon any recorded subdivision map of the Separate Tracts that is either a Common Area Lot or a Lot not intended for nor used for residential occupancy. Non-Residential Lots include, but are not limited to, open space Lots surrounding apartment buildings, commercial property Lots, Lots owned by golf courses, and Lots owned by churches and synagogues. Specifically, the Non-Residential Lots consist of those Lots identified in Exhibit F attached hereto and made a part hereof. Exhibit F lists all the potential plots of land in all the Separate Tracts that *may become* Non-Residential Lots. However, unless and until a plot of land identified in Exhibit F is made subject to this Consolidated Declaration, it shall not be considered a Non-Residential Lot.

l. **Non-Residential Owner.** Non-Residential Owner means the record owner, whether one or more persons or entities, of fee simple title to those Non-Residential Lots that are either: (1) golf courses, or (2) churches or synagogues, or (3) commercial property, except any such owners who have an interest merely as security for the performance of an obligation. Non-Residential Owners are intended to *exclude*: (1) Owners of Residential Lots, (2) owners of Non-Residential Lots that consist of open space surrounding multi-family apartment buildings and (3) the Association, as owner of any Common Area Lot. The open space Lots surrounding multi-family apartment buildings are typically owned by the Residential Owners of the respective apartment buildings as tenants in common, and any rights affecting such open space protected by the votes of the Residential Owners of the respective apartment buildings.

m. **Owner.** Owner means the record owner, whether one or more persons or entities, of fee simple title to any Residential Lot, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

n. **Residential Lot.** Residential Lot means any plot of land shown as such upon any recorded subdivision map of the Separate Tracts that is intended for and used for residential occupancy, and specifically excluding the Common Area and all other Non-Residential Lots. A list of the Residential Lots is found on Exhibit G attached hereto and

made a part hereof. Exhibit G lists all the potential plots of land in all the Separate Tracts that *may become* Residential Lots. However, unless and until a plot of land identified in Exhibit G is also listed in Exhibit ~~C~~^A, as ~~Exhibit A~~² may be amended from time to time by the recording of one or more Declarations of Annexation, it shall not be considered a Residential Lot, and the owners of that plot of land listed in Exhibit G shall not be considered voting Members of the Association.

4. **Applicability of Davis-Stirling Act.** The Association, its Board, its Members and this Consolidated Declaration are subject to and bound by the terms of the Act.

5. **Minimum Age Requirements.** To the fullest extent permitted by federal, state and local law, residency in the Consolidated Property and specifically on the Residential Lots within the Consolidated Property shall be restricted to older persons (*i.e.* senior citizens). The Association and any one or more of its Owners or Members shall each be empowered to enforce compliance with all applicable federal, state and local "Laws," as defined below, which permit age restrictions in housing (including, without limitation, the Fair Housing Amendments Act of 1988, 42 U.S.C. Section 3601 *et seq.*, the California Unruh Civil Rights Act, California Civil Code Section 51 *et seq.* and California Government Code Section 12955.9), as any such Laws may be amended from time to time hereafter.

There have already been changes in the Laws affecting housing for older persons, and doubtless there will continue to be additional changes after the date this Consolidated Declaration is recorded. Therefore, to avoid the need for further costly and time-consuming amendments to this Consolidated Declaration, which may be needed due to subsequent changes in the Laws pertaining to housing for older persons, the Association's Board of Directors shall be empowered to promulgate Rules and Regulations to implement and to comply with any such Laws and to amend such Rules and Regulations from time to time to achieve compliance with any changes in the Laws pertaining to age restrictions. The age restrictions authorized by this numbered paragraph shall be deemed to have been amended by any Rules and Regulations promulgated by the Board under the authority of this numbered paragraph. Furthermore, all Owners, residents and prospective purchasers shall be deemed to have constructive notice of any such Rules and Regulations promulgated by the Board.

If any Law, now or hereafter in force, should require or be interpreted to require that specific restrictions applicable to housing for older persons must be recorded as part of this Consolidated Declaration, then the Board shall be empowered to record an appropriate amendment to this Consolidated Declaration to insure that this Consolidated Property continues to qualify as housing for older persons or senior citizens under all applicable Laws. The Board may record such an amendment without the need for any approval by the voting power of the Owners or Members or Non-Residential Owners, notwithstanding the amendment provisions

3. NOTE: Pursuant to the authority contained in Paragraph 10(d), a reference to Exhibit C at this point was changed to read Exhibit A to correct an error. It is Exhibit A that will change with one or more Declarations of Annexation; Exhibit C will not change. Also, the word Exhibit A has been added a second time to indicate precisely that it may be amended by future Declarations of Annexation.

located elsewhere in this Consolidated Declaration, and specifically including the amendment provisions in Paragraph 10. The powers given to the Board under this paragraph to enact and to amend rules and to amend this Consolidated Declaration shall be limited solely to the powers necessary to preserve and enforce the Consolidated Property's status as housing for older persons.

The following were the minimum restrictions on residency that were applicable at the time this Consolidated Declaration was sent to the Association's Owners and Members for approval. To comply with the requirements of California's Unruh Civil Rights Act, all residents of the Consolidated Property shall be fifty-five (55) years of age or older, unless a resident qualifies under one of the exceptions to the age requirements of the Unruh Civil Rights Act.

At the time this amendment was sent to the Association's Owners and Members for approval, the following persons qualified for residency in the Consolidated Property as exceptions to the above requirement that all residents must be fifty-five (55) years of age or older. The following persons were authorized to reside in the Consolidated Property, but only under the circumstances identified below, and subject as well to the limitations imposed by federal Law.

a. A person, who otherwise would fail to qualify for residency, who had the right to reside in, occupy, or use the Residential Lot on January 1, 1985.

b. A person, who otherwise would fail to qualify for residency, who resides solely as a guest of someone who does qualify for residency in the Consolidated Property (hereafter a "Qualifying Resident"), and who resides as a guest of a Qualifying Resident for a period of time that, in the aggregate, is less than 60 days in any calendar year.

c. A person who provides live-in, long term or hospice care for compensation to a Qualifying Resident, but only during the period of time that such person provides such care to a Qualifying Resident.

d. A person who meets all of the following criteria:

(i) Is 45 years of age or older, or is a spouse, cohabitant or person providing primary physical or economic support to a Qualifying Resident; and

(ii) Has an ownership interest in, or an expectation of an ownership interest in, the Residential Lot in which the Qualifying Resident resides; and

(iii) Was residing with a Qualifying Resident prior to the dissolution of marriage from such Qualifying Resident or prior to the death, hospitalization, or other prolonged absence of such Qualifying Resident from the Residential Lot.

Notwithstanding any exception or exemption that arguably may be permitted under California Law, and to insure compliance with the Federal Fair Housing Amendments Act of 1988, at least eighty percent (80%) of the Residential Lots in the Consolidated Property shall

be occupied by at least one (1) person fifty-five (55) years of age or older. Any person, who is under fifty-five (55) years of age, and who otherwise qualifies under the Laws of the State of California for residency in the Consolidated Property may continue to reside in a Residential Lot until such time as the Residential Lot is sold or transferred to any other person, but in no case may any such person reside in the Residential Lot, if such residency would cause the number of Residential Lots occupied only by persons under fifty-five (55) years of age to exceed twenty percent (20%) of the Residential Lots in the Consolidated Property.

Residential Lots sold or transferred by persons under fifty-five (55) years of age, who resided in said Residential Lot by virtue of an exception permitted under the Law, shall be occupied, after sale or transfer, by at least one (1) person fifty-five (55) years of age or older, and by any other persons who otherwise qualify by Law to reside within the Consolidated Property.

For purposes of this numbered paragraph, the word "Law" shall include, without limitation, all statutes, ordinances and other forms of legislative enactments, administrative regulations, administrative rulings and guidelines, as each may be amended from time to time, and decisions and interpretations from or arising out of administrative enforcement proceedings and court decisions. For purposes of this numbered paragraph the word "Declaration" shall have the meaning set forth in California Civil Code Section 1351, or any successor statute.

If there is any inconsistency or conflict between the provisions of this numbered paragraph and any other provision of the Consolidated Declaration, the terms of this numbered paragraph shall control. Furthermore, in the event of any inconsistency among the provisions of federal Law, state Law, local Law, this Consolidated Declaration, and the Association's Rules and Regulations, the Association's Rules and Regulations and this Consolidated Declaration shall be controlled by the provisions of federal Law, state Law and local Law, in that order.

6. **Assessments and Liens.** The Association, through the Board, shall be entitled to levy Assessments, and to enforce collection of Assessments, including the filing and enforcement of Assessment liens, in the manner provided in and subject to the limitations imposed by the Act, this Consolidated Declaration and the Bylaws. Only the Residential Lots and their respective Owners shall be subject to the levying of Assessments; Non-Residential Lots and their owners shall not be subject to the levying of Assessments.

The lien for Assessments shall be superior to all other liens, except (i) all taxes, bonds, assessments and other liens or levies which, by law, would be superior thereto, and (ii) the lien or charge of any first Mortgage. Sale or transfer of any Residential Lot shall not affect the assessment lien; provided that the transfer of any Residential Lot pursuant to judicial or non-judicial foreclosure of a first Mortgage shall extinguish the lien of or obligation for such Assessments as to payments which became due prior to the transfer, except for those Assessment liens, if any, recorded prior to the first Mortgage. No sale or transfer shall relieve any Residential Lot from liability for any Assessments thereafter becoming due or from the lien thereof.

7. **Purpose of Assessments.** The Assessments levied by the Board on behalf of the Association shall be used to promote the recreation, health, safety and welfare of the Owners and Members of the Association, for the operation, replacement, improvement and maintenance of the Common Area, and to discharge any other obligations of the Association under this Consolidated Declaration, the Bylaws or other Governing Documents. Assessments shall be used to satisfy Common Expenses of the Association, as provided herein and in the Bylaws.

8. **Maintenance Duties.** The Association, acting through the Board, shall be responsible for the maintenance, repair and replacement of improvements on the Common Area. The Association shall not be responsible for any maintenance, repair or replacement of improvements on any other Lots.

9. **Applicability of Governing Documents.** In addition to the terms of this Consolidated Declaration, all Owners shall be subject to the terms contained in the Articles of Incorporation, Bylaws and any other Governing Documents of this Association.

10. **Amendment and Term.**

a. This Consolidated Declaration shall run for a term of 20 years from the date this Consolidated Declaration is recorded, after which time these covenants and restrictions shall be extended automatically for successive periods of 10 years each, unless amended or terminated in accordance with the amendment provisions contained in this numbered paragraph.

b. Except as provided below, this Consolidated Declaration may be amended or terminated at any time, and from time to time, by an instrument in writing, which has been approved by the affirmative vote or written consent of at least two-thirds (2/3) of the total number of votes or written consents actually cast by those Members of the Association whose Separate Tracts have been made subject to this Consolidated Declaration, based on one vote per Residential Lot owned; provided, however, the total number of votes actually cast must represent at least a majority of the voting power of the Members whose Residential Lots are subject to this Consolidated Declaration. Only those votes or written consents which are cast either in the affirmative or negative shall be considered in the computations under this numbered paragraph; abstentions shall not be considered as part of the number of votes actually cast. If a Residential Lot is owned by more than one Owner, the vote for that Residential Lot may be cast as the Owners among themselves agree, and if a vote is cast by one or more Owners on behalf of all the Owners of that Residential Lot, the vote conclusively shall be presumed to have been cast as the Owners among themselves have agreed.

c. For any amendment that is intended to affect restrictions that are not specifically limited to the Association, or to its operations, or to its Members, or to Assessments, or to the Residential Lots, such as amendments that involve the Non-Residential Lots for issues such as setback requirements, use restrictions, architectural control restrictions or other such issues affecting the Non-Residential Lots, then votes of the Non-Residential Owners shall also be required, as described hereafter. On any such amendments that affect the interests of Non-Residential Owners, such amendments shall be approved as follows. The vote on any such amendments shall be conducted using substantially the same procedure as used

for other amendments, except that the group of persons voting on such amendments shall be composed of all the Members and Non-Residential Owners collectively. Furthermore, the affirmative vote or written consent needed for approval shall be at least two-thirds (2/3) of the total number of votes or written consents actually cast collectively by those Members of the Association and those Non-Residential Owners whose Separate Tracts have been made subject to this Consolidated Declaration, based on one vote per Residential Lot or Non-Residential Lot owned; provided further however, that the total number of votes actually cast must represent at least a majority of the combined voting power of the Members and Non-Residential Owners whose Lots are subject to this Consolidated Declaration. Only those votes or written consents which are cast either in the affirmative or negative shall be considered in the computations under this numbered paragraph; abstentions shall not be considered as part of the number of votes actually cast. If a vote is cast by one or more Owners or Non-Residential Owners on behalf of all the Owners or Non-Residential Owners of their respective Lots, the vote conclusively shall be presumed to have been cast as the respective Owners or Non-Residential Owners have agreed among themselves.

d. A right is reserved to the Board, without the need for a vote of the Members or Non-Residential Owners, to file an amendment at any time, to correct a scrivener's error in this Consolidated Declaration or any later amendment or Declaration of Annexation. Any such amendment shall clearly identify the nature of the error and shall state that the Board is filing the amendment to correct that error.

e. As contemplated by Recital I and numbered Paragraph 2 above, this Consolidated Declaration may also be amended to annex additional Separate Tracts, in accordance with the terms of the Separate Declaration applicable to such Separate Tract, which amendment shall become effective by recording a Declaration of Annexation.

f. This Consolidated Declaration may also be amended in the manner provided in Sections 1355 or 1356 of the Civil Code, or in any manner now or hereafter permitted by law.

g. A certificate in writing, signed and acknowledged by the President or Secretary or other authorized representative of the Association, shall be attached to any amendment and shall attest that the required number of consents was obtained based on the applicable amendment provisions of this Consolidated Declaration or by law. The amendment shall become effective upon its recordation in the Office of the County Recorder of Riverside County, California.

11. **Transition to Consolidated Declaration.** This Consolidated Declaration shall take effect immediately upon recording and shall be applicable thereafter with respect to the Separate Tracts and Separate Declarations identified in Exhibits A and B attached hereto. This Consolidated Declaration shall also take effect immediately upon recording a Declaration of Annexation and shall be applicable thereafter with respect to the Separate Tracts and Separate Declarations identified in such Declaration of Annexation.

Exhibit A

The property described below is the Consolidated Property, encompassing certain of the Separate Tracts described in Exhibit C below, that is being made subject to the terms of this Consolidated Declaration.

Tract No.	Lots That Are Part of the Consolidated Property Listed by Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
2364	1-448 & 466-576	Book 43, pages 57-65
2404	1-252	Book 44, pages 16-19
2455	1-149	Book 44, pages 86-87
2544	1-343	Book 45, pages 56-59
2552	1-446	Book 46, pages 85-88
2714	1-75	Book 48, pages 41-43
3395	1-86	Book 55, pages 5-7
3424	1-13 14-32 33-125 & 129-252 266-280	Book 55, pages 52-57
3453	1-5 6-8 & 17-19	Book 56, pages 10-11
3527	1-46 & 60-100 47-52 53-59	Book 57, pages 31-33
3643	1-29, 41-81 & 102-108 30-40 & 109-111 82-101	Book 58, pages 68-70
3838	1-191 192-212 213-233	Book 60, pages 24-26
3839	1-33 49-61	Book 60, pages 80-83
3884	1-4, 11-22 & 31-36	Book 61, pages 3-5
4434	1-11	Book 71, pages 51-52
4526	1-98	Book 77, pages 37-39

Tract No.	Lots That Are Part of the Consolidated Property Listed by Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
4567	1-47	Book 73, pages 28-30
4794	1-163	Book 82, pages 83-88
4794-1	1-155	Book 76, pages 36-41
6212	1-185	Book 90, pages 94-99
6212-1	1-121	Book 87, pages 1-4
7667	1-10	Book 89, pages 78-79
9432	1-94	Book 98, pages 79-83
9432-1	1-128	Book 95, pages 26-30

Exhibit B

Those Separate Declarations, the terms of which are amended and consolidated under the terms of this Consolidated Declaration, are set forth below. Lots intentionally listed on separate lines and followed by dot leaders (*i.e.*) indicate Lots that are subject to separate Declarations as set forth in Exhibit D.

Tract No.	Declaration or Amendment Consolidated Hereunder Listed By Tract	Recording Date	Document No.
2364	Declaration	3-27-62	27668
	Declaration (Amendment of Above)	10-19-62	97259
2404	Declaration	6-6-62	52897
2455	Declaration	9-19-62	87750
2544	Declaration	12-12-62	114973
2552	Declaration	5-15-63	50294
2714	Declaration	11-18-63	121695
	Declaration (Re-recording of Above)	4-27-64	51239
	Declaration (Amendment of Above)	5-21-69	50034
3395	Declaration	11-3-65	125390
3424	Declaration (affecting Lots 1-13)	4-6-66	35926
	Declaration (affecting Lots 14-32)	4-6-66	35925
	Declaration (affecting Lots 33-125 & 129-252)	2-16-66	17658
	Declaration (affecting Lots 266-280)	4-6-66	35922
3453	a. Declaration (affecting Lots 1-5)	5-12-66	49963
	b. Declaration (affecting Lots 6-8 & 17-19)	5-12-66	49962
	c. Declaration (Amendment of b. Above)	12-30-66	123806
	d. Declaration (Amendment of b. Above)	10-2-67	86456
3527	Declaration (affecting Lots 1-46 & 60-100)	4-12-67	31136
	Declaration (affecting Lots 47-52)	4-12-67	31137
	Declaration (affecting Lots 53-59)	4-12-67	31138
3643	Declaration (affecting Lots 1-29, 41-81 & 102-108)	4-17-68	35362
	Declaration (affecting Lots 30-40 & 109-111)	4-17-68	35363
	Declaration (affecting Lots 82-101)	4-17-68	35364
3838	Declaration (affecting Lots 1-191)	11-8-68	107651
	Declaration (Amendment of Above)	11-14-68	109298
	Declaration (affecting Lots 192-212)	11-8-68	107652
	Declaration (affecting Lots 213-233)	11-8-68	107653

Tract No.	Declaration or Amendment Consolidated Hereunder Listed By Tract	Recording Date	Document No.
3839	Declaration (affecting Lots 1-33)	12-30-68	126625
	Declaration (affecting Lots 49-61)	12-30-68	126627
3884	Declaration	3-6-69	22243
	Declaration (Amendment of Above)	12-20-71	144727
4434	Declaration	3-6-72	30280
4526	Declaration	9-26-73	126266
4567	Declaration	8-18-72	110941
4794	Declaration	7-24-75	89459
4794-1	Declaration	4-20-73	50395
6212	Declaration	7-5-77	124090
6212-1	Declaration	10-29-76	166820
	Declaration (Amendment of Above)	12-28-76	199185
7667	Declaration	4-11-77	61358
	Declaration (Amendment of Above)	7-22-80	131505
	Declaration (Amendment of Above)	7-22-80	131506
	Declaration (Amendment of Above)	7-22-80	131507
9432	Declaration	7-28-78	157766
9432-1	Declaration	12-21-77	253426

Exhibit C

The legal description of the Separate Tracts that *may be* made subject to the terms of this Consolidated Declaration are as follows, all listed in the table below by Tract number, Lot numbers, if any, and the Book and Page numbers of Maps, as found in Records of Riverside County, California. Lots intentionally listed on separate lines and followed by dot leaders (*i.e.*) indicate Lots that are subject to separate Declarations as set forth in Exhibit D.

Tract No.	Lots That May Be Made Subject to the Consolidated Declaration Listed By Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
2364	1-448 & 466-576	Book 43, pages 57-65
2402	1-127	Book 43, pages 84-86
2403	1-434	Book 44, pages 5-9
2404	1-252	Book 44, pages 16-19
2446	1-442	Book 44, pages 96-100
2455	1-149	Book 44, pages 86-87
2544	1-343	Book 45, pages 56-59
2552	1-446	Book 46, pages 85-88
2643	30-55 & 138-163	Book 46, pages 59-61
2714	1-75	Book 48, pages 41-43
3395	1-86	Book 55, pages 5-7
3424	1-13 14-32 33-125 & 129-252 253-265 266-280	Book 55, pages 52-57
3453	1-5 6-8 & 17-19 13-16 20-24	Book 56, pages 10-11
3527	1-46 & 60-100 47-52 53-59	Book 57, pages 31-33
3624	1 & 2	Book 57, pages 19-20
3643	1-29, 41-81 & 102-108 30-40 & 109-111 82-101	Book 58, pages 68-70

Tract No.	Lots That May Be Made Subject to the Consolidated Declaration Listed By Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
3693	1 & 2 (<i>resubdivision of Tract 3424, Lots 126-128</i>)	Book 58, pages 18-19
3838	1-191 192-212 213-233	Book 60, pages 24-26
3839	1-33 34-48 49-61 62-72 73-79	Book 60, pages 80-83
3884	1-4, 11-22 & 31-36	Book 61, pages 3-5
4434	1-11	Book 71, pages 51-52
4526	1-98	Book 77, pages 37-39
4567	1-47	Book 73, pages 28-30
4699	1-19	Book 74, pages 23-24
4794	1-163	Book 82, pages 83-88
4794-1	1-155	Book 76, pages 36-41
5072-R	1 (<i>resubdivision of Tract 2643, lots 164-192</i>)	Book 79, pages 43-44
6212	1-185	Book 90, pages 94-99
6212-1	1-121	Book 87, pages 1-4
7667	1-10	Book 89, pages 78-79
9432	1-94	Book 98, pages 79-83
9432-1	1-128	Book 95, pages 26-30

Exhibit D

The Separate Declarations, the terms of which may be consolidated under the terms of this Consolidated Declaration are as follows, all as recorded in the Office of the County Recorder of Riverside County, California. When more than one Declaration or Amendment affects the same Tract, the documents are set forth on separate lines followed by dot leaders (*i.e.*), and the respective recording date and document number are set forth on the same horizontal line.

Tract No.	Declaration or Amendment Listed By Tract	Recording Date	Document No.
2364	Declaration	3-27-62	27668
	Declaration (Amendment of Above)	10-19-62	97259
2402	Declaration	5-7-62	42275
	Declaration (Re-Recording of Above)	5-14-62	44582
2403	Declaration	5-23-62	48236
2404	Declaration	6-6-62	52897
2446	Declaration	10-9-62	93815
2455	Declaration	9-19-62	87750
2544	Declaration	12-12-62	114973
2552	Declaration	5-15-63	50294
2643	Declaration	1-15-64	5438
2714	Declaration	11-18-63	121695
	Declaration (Re-recording of Above)	4-27-64	51239
	Declaration (Amendment of Above)	5-21-69	50034
3395	Declaration	11-3-65	125390
3424	Declaration (affecting Lots 1-13)	4-6-66	35926
	Declaration (affecting Lots 14-32)	4-6-66	35925
	Declaration (affecting Lots 33-125 & 129-252)	2-16-66	17658
	Declaration (affecting Lots 253-265)	4-6-66	35923
	Declaration (affecting Lots 266-280)	4-6-66	35922
3453	a. Declaration (affecting Lots 1-5)	5-12-66	49963
	b. Declaration (affecting Lots 6-8 & 17-19)	5-12-66	49962
	c. Declaration (Amendment of b. Above)	12-30-66	123806
	d. Declaration (Amendment of b. Above)	10-2-67	86456
	e. Declaration (affecting Lots 13-16)	5-12-66	49965
	f. Declaration (affecting Lots 20-24)	5-12-66	49966
3527	Declaration (affecting Lots 1-46 & 60-100)	4-12-67	31136
	Declaration (affecting Lots 47-52)	4-12-67	31137
	Declaration (affecting Lots 53-59)	4-12-67	31138

Tract No.	Declaration or Amendment Listed By Tract	Recording Date	Document No.
3624	Declaration (See Tract 2446)	10-9-62	93815
3643	Declaration (affecting Lots 1-29, 41-81 & 102-108)	4-17-68	35362
	Declaration (affecting Lots 30-40 & 109-111) . . .	4-17-68	35363
	Declaration (affecting Lots 82-101)	4-17-68	35364
3693	Declaration	4-6-66	35924
3838	Declaration (affecting Lots 1-191)	11-8-68	107651
	Declaration (Amendment of Above)	11-14-68	109298
	Declaration (affecting Lots 192-212)	11-8-68	107652
	Declaration (affecting Lots 213-233)	11-8-68	107653
3839	Declaration (affecting Lots 1-33)	12-30-68	126625
	Declaration (affecting Lots 34-48)	12-30-68	126626
	Declaration (affecting Lots 49-61)	12-30-68	126627
	Declaration (affecting Lots 62-72)	12-30-68	126628
	Declaration (affecting Lots 73-79)	12-30-68	126629
3884	Declaration	3-6-69	22243
	Declaration (Amendment of Above)	12-20-71	144727
4434	Declaration	3-6-72	30280
4526	Declaration	9-26-73	126266
4567	Declaration	8-18-72	110941
4699	Declaration	11-3-72	147242
4794	Declaration	7-24-75	89459
4794-1	Declaration	4-20-73	50395
5072-R	Declaration (See Tract 2643)	1-15-64	5438
6212	Declaration	7-5-77	124090
6212-1	Declaration	10-29-76	166820
	Declaration (Amendment of Above)	12-28-76	199185
7667	Declaration	4-11-77	61358
	Declaration (Amendment of Above)	7-22-80	131505
	Declaration (Amendment of Above)	7-22-80	131506
	Declaration (Amendment of Above)	7-22-80	131507
9432	Declaration	7-28-78	157766
9432-1	Declaration	12-21-77	253426

Exhibit E

The Common Area Lots that are owned by Sun City Civic Association and are subjected to this Consolidated Declaration are the following:

1. Lot 576 of Tract No. 2364, as shown by Map on file in Book 43, Pages 57 through 65, inclusive, of Maps, Records of Riverside County, California that was granted to Sun City Civic Association by Corporation Grant Deed recorded on December 31, 1964 as document no. 155404 in the Official Records of Riverside County, California [Assessor's Parcel No. 337-230-004];
2. That certain portion of Lot 1 of Tract No. 2364, as shown by Map on file in Book 43, Pages 57 through 65, inclusive, of Maps, that was granted to Sun City Civic Association by Grant Deed executed by Sun City Development Corporation, originally recorded on March 11, 1970 as document no. 22776, and re-recorded on August 5, 1971 as document no. 87485 and again re-recorded on November, 3, 1975 as document no. 135905 in the Official Records of Riverside County, California [Assessor's Parcel No. 337-230-003];
3. That certain portion of Lot 1 as shown on the amended map of "ROMOLA FARMS #14," filed in Book 19 of Maps at Page 56, that was granted to Sun City Civic Association by Corporation Grant Deed recorded on February 1, 1971 as document no. 9854 in the Official Records of Riverside County, California [Assessor's Parcel No. 333-040-033];
4. That certain parcel of land in a portion of the northeast corner of Section 32, T5S, R3W, SBBM that was granted to Sun City Civic Association by Corporation Grant Deed executed by Sun City Development Corporation and recorded on February 1, 1971 as document no. 9855 in the Official Records of Riverside County, California [Assessor's Parcel No. 339-200-020]; and
5. That certain portion of Lot 1 of Tract No. 2364, as shown by Map on file in Book 43, Pages 57 through 65, inclusive, of Maps, that was granted to Sun City Civic Association by Grant Deed executed by Sun City Development Corporation, recorded on March 9, 1966 as document no. 25080 in the Official Records of Riverside County, California [Assessor's Parcel No. 337-230-011]; and

That certain portion of Lot 1 of Tract No. 2364, as shown by Map on file in Book 43, Pages 57 through 65, inclusive, of Maps, that was granted to Sun City Civic Association by Grant Deed executed by Sun City Development Corporation, recorded on December 8, 1975 as document no. 149999 [Assessor's Parcel No. 337-230-011].

[NOTE: Both deeds above encompass the entirety of Assessor's Parcel No. 337-230-011].

Exhibit F

The Non-Residential Lots are all the Common Area Lots identified in Exhibit E above plus the following Lots, all listed in the table below by Tract number, Lot numbers, if any, and the Book and Page numbers of Maps, as found in Records of Riverside County, California. Lots intentionally listed on separate lines and followed by dot leaders (*i.e.*) indicate Lots that are subject to separate Declarations as set forth in Exhibit D. Parenthetical expressions describe who owns each Non-Residential Lot or how each is used.

Tract No.	Non-Residential Lots Listed By Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
2364	1, 30, 574 & 575 (Golf Course & Part of Lot 1 owned by Sun City Civic Association); 484 & 485 (Commercial Lots); 576 (Sun City Civic Association); 432, 466, 475, 486, 507, 536, & 573 (Apartment Open Space)	Book 43, pages 57-65
2402	None	Book 43, pages 84-86
2403	293-300 & 302-305 (Methodist Church)	Book 44, pages 5-9
2404	None	Book 44, pages 16-19
2446	1 & 2 (Golf Course); 60 (Synagogue); 324, 337, 348, 377 & 410 (Apartment Open Space)	Book 44, pages 96-100
2455	1, 38, 53, 68, 83, 94, 109, 124 & 139 (Apartment Open Space)	Book 44, pages 86-87
2544	1 & 310 (Golf Course); 315 (Apartment Open Space)	Book 45, pages 56-59
2552	408 & 409 (Golf Course); 410 (Apartment Open Space)	Book 46, pages 85-88
2643	30, 41, 138 & 153 (Apartment Open Space) (<i>See Tract 5072-R</i>)	Book 46, pages 59-61
2714	None	Book 48, pages 41-43
3395	None	Book 55, pages 5-7
3424	13 (Apartment Open Space for Lots 1-13) 32 (Apartment Open Space for Lots 14-32) 176 (Lutheran Church) 253 (Apartment Open Space for Lots 253-265) 266 (Apartment Open Space for Lots 266-280)	Book 55, pages 52-57

Tract No.	Non-Residential Lots Listed By Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
3453	5 (Apartment Open Space for Lots 1-5) None (as to Lots 6-8 & 17-19) 13 (Apartment Open Space for Lots 13-16) 20 (Apartment Open Space for Lots 20-24)	Book 56, pages 10-11
3527	None (as to Lots 1-46 & 60-100) 47 (Apartment Open Space for Lots 47-52) 59 (Apartment Open Space for Lots 53-59)	Book 57, pages 31-33
3624	None	Book 57, pages 19-20
3643	None (as to Lots 1-29, 41-81 & 102-108) 30 & 109 (Apartment Open Space for Lots 30-40 & 109-111) 82 & 91 (Apartment Open Space for Lots 82-101)	Book 58, pages 68-70
3693	None	Book 58, pages 18-19
3838	None (as to Lots 1-191) 192, 199 & 206 (Apartment Open Space for Lots 192-212) 213, 220 & 227 (Apartment Open Space for Lots 213-233)	Book 60, pages 24-26
3839	None (as to Lots 1-33) 34, 39 & 44 (Apartment Open Space for Lots 34-48) 49 (Apartment Open Space for Lots 49-61) 62 (Apartment Open Space for Lots 62-72) 73 (Apartment Open Space for Lots 73-79)	Book 60, pages 80-83
3884	None	Book 61, pages 3-5
4434	None	Book 71, pages 51-52
4526	98 (Apartment Open Space)	Book 77, pages 37-39
4567	None	Book 73, pages 28-30
4699	None	Book 74, pages 23-24
4794	None	Book 82, pages 83-88
4794-1	None	Book 76, pages 36-41
5072-R	1 (Golf Course) (<i>resubdivision of Tract 2643, Lots 164-192</i>)	Book 79, pages 43-44
6212	None	Book 90, pages 94-99
6212-1	None	Book 87, pages 1-4

Tract No.	Non-Residential Lots Listed By Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
7667	9 & 10 (Storage Use)	Book 89, pages 78-79
9432	None	Book 98, pages 79-83
9432-1	None	Book 95, pages 26-30

Exhibit G

The Residential Lots whose Owners are or may become voting Members of the Association are all listed in the table below by Tract number, Lot numbers, and the Book and Page numbers of Maps, as found in Records of Riverside County, California. Lot numbers separated by hyphens indicate that both first and the last Lots and all consecutively numbered Lots between them are included. Lots intentionally listed on separate lines and followed by dot leaders (*i.e.*) indicate Lots that are subject to separate Declarations as set forth in Exhibit D.

Tract No.	Residential Lots Listed By Tract (Hyphenated Lots Listed Inclusively)	Total Voting Lots
2364	2-29, 31-448, 467-474, 476-483, 487-506, 508-535 & 537-572	546
2402	1-127	127
2403	1-292, 301 & 306-434	422
2404	1-252	252
2446	3-59, 61-323, 325-336, 338-347, 349-376, 378-409 & 411-442, Plus Tract 3624, Lots 1 & 2	436
2455	2-37, 39-52, 54-67, 69-82, 84-93, 95-108, 110-123, 125-138 & 140-149	140
2544	2-309, 311-314 & 316-343	340
2552	1-407 & 411-446	441
2643	31-40, 42-55, 139-152, & 154-163	48
2714	1-75	75
3395	1-86	86
3424	1-12	12
	14-31	18
	33-125, 129-175 & 177-252	216
	254-265	12
	267-280	14
3453	1-4	4
	6-8 & 17-19	6
	14-16	3
	21-24	4
3527	1-46 & 60-100	87
	48-52	5
	53-58	6

Tract No.	Residential Lots Listed By Tract (Hyphenated Lots Listed Inclusively)	Total Voting Lots
3624	Residential Lots 1 & 2 tallied with Tract 2446 - <i>See Tract 2446</i>	<i>See Tract 2446</i>
3643	1-29, 41-81 & 102-108 31-40 & 110-111 83-90 & 92-101	77 12 18
3693	1 & 2 (<i>resubdivision of Tract 3424, Lots 126-128</i>)	2
3838	1-191 193-198, 200-205 & 207-212 214-219, 221-226 & 228-233	191 18 18
3839	1-33 35-38, 40-43 & 45-48 50-61 63-72 74-79	33 12 12 10 6
3884	1-4, 11-22, 31-36	22
4434	1-11	11
4526	1-97	97
4567	1-47	47
4699	1-19	19
4794	1-163	163
5072-R	N/A (<i>resubdivision of Tract 2643, Lots 164-192</i>)	-0-
4794-1	1-155	155
6212	1-185	185
6212-1	1-121	121
7667	1-8	8
9432	1-94	94
9432-1	1-128	128

Certification of Association President Regarding Approval of Consolidated Declaration

I, Glenn Roark, declare and state as follows:

1. I certify that I am the President of Sun City Civic Association, a California nonprofit mutual benefit corporation (hereafter "Association").

2. This document is executed for the purpose of certifying approval of amendments to certain of the Separate Declarations authorizing them to be consolidated under this Consolidated Declaration. This certification is made according to the provisions contained in California Civil Code Section 1355 and to certify that the amendment requirements of each respective Separate Declarations have been met.

3. With respect to the Separate Tracts identified on the exhibit attached immediately following my declaration, I certify that the figures stated therein show the Tract Nos. and Lots of each Separate Tract, the number of votes entitled to be cast by those Lots, the fraction or percentage of the eligible votes and corresponding number of affirmative votes needed to amend the respective Separate Declarations for the identified Tract No. and Lots for each Separate Tract, and the number of affirmative and negative votes actually cast for each Separate Tract listed in the attached exhibit.

4. In some cases, the vote totals cast, as shown in the attached exhibit, may reflect fractional votes. In such cases, the fractional votes are attributable to Non-Residential Lots, specifically to open space lots surrounding certain multi-family apartment buildings, where such Non-Residential Lots are owned as tenants-in-common in equal shares by the Residential Lot Owners who own the Lots comprising said multi-family apartment buildings. Where the votes attributable to such Non-Residential Lots will have a material impact on the outcome of the vote, the Association has tallied one affirmative or negative vote, as applicable, for each Residential Lot that cast a vote plus a fractional affirmative or negative vote representing each respective Residential Lot Owner's fractional tenancy-in-common interest in the Non-Residential Lot surrounding that Owner's Residential Lot. If the vote attributable to Non-Residential Lots would not have a material impact on the outcome of the vote, the fractional interests attributable to the Non-Residential Lot have been ignored.

5. Since the vote totals attached reflect affirmative consents by a number equal to or greater than the vote needed to amend each respective Separate Declaration listed in Exhibit B, I certify that the amendments have been approved to authorize the consolidation of the respective Separate Declarations identified in Exhibit B under this Consolidated Declaration.

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On behalf of the Association, I declare under penalty of perjury under the laws of the State of California that the foregoing facts are true and correct. Executed on March 7th, 1997 at Sun City, California.

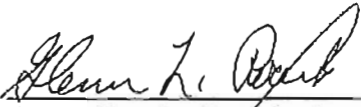
By: 
Glenn Roark, President

Exhibit Attached to Certification of Association President Regarding Approval of Consolidated Declaration

Tract No.	Lot Nos.	Consents Eligible To Be Cast	Affirmative Consents Needed		Affirmative Votes Cast	Negative Votes Cast	Spoiled/Ambiguous Votes Cast
			Fraction Needed	Number Needed			
2364	1-448 & 466-576	559	2/3	372.67	378	17	4
2404	1-252	252	2/3	168	169	4	-0-
2455	1-149	149	Majority	75	88	1	-0-
2544	1-343	343	2/3	228.67	232	9	-0-
2552	1-446	446	2/3	297.33	305	7	-0-
2714	1-75	75	2/3	50	53	4	-0-
3395	1-86	86	2/3	57.33	61	3	-0-
3424	1-13	13	2/3	8.67	10	-0-	-0-
3424	14-32	19	2/3	12.67	13	-0-	-0-
3424	33-125 & 129-252	217	2/3	144.67	150	4	1
3424	266-280	15	2/3	10	10	-0-	-0-
3453	1-5	5	2/3	3.33	3.75	1.25	-0-
3453	6-8 & 17-19	6	2/3	4	4	-0-	-0-
3527	1-46 & 60-100	87	2/3	58	60	-0-	1
3527	47-52	6	2/3	4	4	-0-	-0-
3527	53-59	7	2/3	4.67	5	-0-	-0-
3643	1-29, 41-81 & 102-108	77	2/3	51.33	55	2	1

Tract No.	Lot Nos.	Consents Eligible To Be Cast	Affirmative Consents Needed		Affirmative Votes Cast	Negative Votes Cast	Spoiled/Ambiguous Votes Cast
			Fraction Needed	Number Needed			
3643	30-40 & 109-111	14	2/3	9.33	12	-0-	-0-
3643	82-101	20	2/3	13.33	14	-0-	-0-
3838	1-191	191	2/3	127.33	142	5	1
3838	192-212	21	2/3	14	17	-0-	-0-
3838	213-233	21	2/3	14	15	-0-	-0-
3839	1-33	33	2/3	22	24	-0-	-0-
3839	49-61	13	2/3	8.67	9	-0-	-0-
3884	1-4, 11-22 & 31-36	22	2/3	14.67	15	-0-	-0-
4434	1-11	11	2/3	7.33	10	-0-	-0-
4526	1-98	98	3/4	73.5	75	-0-	-0-
4567	1-47	47	2/3	31.33	33	-0-	-0-
4794	1-163	163	2/3	108.67	109	1	-0-
4794-1	1-155	155	2/3	103.33	105	1	-0-
6212	1-185	185	2/3	123.33	126	1	-0-
6212-1	1-121	121	2/3	80.67	83	5	-0-
7667	1-10	10	2/3	6.67	7	-0-	1
9432	1-94	94	2/3	62.67	68	1	-0-
9432-1	1-128	128	2/3	85.33	89	2	1

DOC # 2001-448597
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0000 Conformed Copy

000 Has not been compared with original

Gary L Orso
00 County of Riverside
Assessor, County Clerk & Recorder

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

Epsten Grinnell & Howell, APC
16835 West Bernardo Drive, Suite 109
Rancho Bernardo, California 92127

(Above Space for Recorder's Use)

**AMENDMENT
TO THE
FIRST AMENDED AND CONSOLIDATED DECLARATION OF RESTRICTIONS FOR
SUN CITY CIVIC ASSOCIATION**

This document amends the First Amended and Consolidated Declaration of Restrictions for Sun City Civic Association ("Consolidated Declaration") that was recorded in the Office of the County Recorder of Riverside County, California on March 11, 1997 as Document No. 080348. This Amendment is made on the day and year set forth below, by Sun City Civic Association, a California nonprofit mutual benefit corporation (hereafter "Association"), with reference to the following

RECITALS:

A. This document is recorded to amend the First Amended and Consolidated Declaration of Restrictions for Sun City Civic Association that was recorded in the Office of the County Recorder of Riverside County, California on March 11, 1997 as Document No. 080348, as amended (hereafter "Consolidated Declaration").

B. The Consolidated Declaration had additional property subjected to it by a First Declaration of Annexation to the Consolidated Declaration that was recorded on October 14, 1997 as Document No. 372156 ("First Annexation"), a Second Declaration of Annexation to the Consolidated Declaration that was recorded on September 15, 1998 as Document No. 391619 ("Second Annexation"), and a Third Declaration of Annexation to the Consolidated Declaration that was recorded on February 22, 1999 as Document No. 067407 ("Third Annexation"), all in the Office of the County Recorder of Riverside County, California.

C. The legal description of the property (hereafter "Property") that has been subjected to the terms of the Consolidated Declaration is set forth in Exhibit A to the Third Annexation identified above.

D. Association is an "Association", as defined in Civil Code Section 1351(a), that was established to manage that certain common interest development in Sun City, Riverside County, California, commonly known as Sun City Civic Association.

E. This amendment has been adopted under the provisions of Paragraph 5 of the Consolidated Declaration which provides that the Board has the power to record an appropriate amendment to the Consolidated Declaration, without the need for any approval by the voting power of the Owners or Members or Non-Residential Owners, to insure that the Property subject to the Consolidated Declaration continues to qualify as housing for older persons or senior citizens under all applicable Laws.

F. As provided in Paragraph 10(g) of the Consolidated Declaration, a certificate in writing, signed and acknowledged by the President or Secretary or other authorized representative of the Association, shall be attached to any amendment and shall attest that the required number of consents was obtained based on the applicable amendment provisions of this Consolidated Declaration or by law, and the amendment shall become effective upon its recordation in the Office of the County Recorder of Riverside County, California. A certification signed by the President and Secretary is attached hereto as Exhibit A.

NOW THEREFORE, Paragraph 5 of the Consolidated Declaration is hereby amended to read as follows by deleting Paragraph 5 of the existing Consolidated Declaration, and replacing it with the language set forth in full below.

5. **Minimum Age Requirements.**

A. **Statement of Intent to Provide Housing for Seniors.** Sun City Civic Association is a senior citizens housing development, also referred to as "housing for older persons". To the fullest extent permitted by federal, state and local law, it is the intent of the Project to operate as housing for Senior Citizens (that is, persons 55 years of age or older), and to that end, occupancy of dwellings on all the Residential Lots subject to the Consolidated Declaration shall be restricted to Senior Citizens, except as provided below.

B. **Definitions.** The following are definitions applicable to this article:

1. "Laws" shall mean the Federal Fair Housing Amendments Act of 1988 (42 U.S.C. §§3601 *et seq.*), California's "Unruh Civil Rights Act" (California Civil Code §51 *et seq.*), and California Government Code §12955.9, as the same may be amended from time to time. "Laws" shall also mean and include, without limitation, all statutes, ordinances and other forms of legislative enactments, administrative regulations, administrative rulings and guidelines, as each may be amended from time to time, and decisions and interpretations from or arising out of administrative enforcement proceedings and court decisions.

2. "Declaration" shall have the meaning set forth in California Civil Code Section 1351, or any successor statute.

3. "Permitted Health Care Resident" shall mean a person hired to provide live-in, long-term, or terminal health care to a Senior Citizen, or a family member of the Senior Citizen providing that care. The care provided by a Permitted Health Care Resident must be

substantial in nature and must provide either assistance with necessary daily activities or medical treatment, or both.

4. "Project" shall mean and refer to the Residential Lots within the real property commonly referred to as Sun City Civic Association.

5. "Qualified Permanent Resident" shall mean a person who satisfies both the following requirements:

(a) resided with the Senior Citizen prior to the death, hospitalization, or other prolonged absence of, or the dissolution of marriage with, the Senior Citizen, and

(b) is (i) forty-five (45) years of age or older, or (ii) a spouse or cohabitant of the senior, or (iii) providing primary physical or economic support to the Senior Citizen.

6. "Qualified Permanent Resident by Virtue of Disability" shall mean a disabled person or person with a disabling illness or injury who is a child or grandchild of the Senior Citizen or Qualified Permanent Resident as defined above, who needs to live with the Senior Citizen or Qualified Permanent Resident as defined above, because of the disabling condition, illness or injury.

7. "Senior Citizen" means a person fifty-five (55) years of age or older.

c. **Residency Restrictions.**

1. **Permissible Occupants and Requirement that Eighty Percent (80%) of the Dwellings Shall be Occupied by a Senior Citizen.** The persons commencing any occupancy of a dwelling on a Residential Lot in this Project shall include at least one Senior Citizen who intends to occupy the dwelling in the Project as his or her primary residence on a permanent basis. All other persons occupying the dwelling at any time shall be either Qualified Permanent Residents, Qualified Permanent Residents by Virtue of Disability, Permitted Health Care Residents, or persons who lawfully occupied the dwelling as of January 1, 1985. These persons shall be collectively referred to as "Qualified Occupants." Notwithstanding the foregoing, no more than twenty percent (20%) of the occupied dwellings within the Project shall be occupied solely by persons who are not Senior Citizens.

2. **Age Verification.** All occupants of the Project must provide verification of age, in a form and at the time or times directed by the Association through its Board of Directors. Such age verification shall occur not less than once every two years. The Board of Directors is specifically empowered to enact rules and regulations to assure compliance with Laws regarding housing for older persons, including age verification. Furthermore, said rules and regulations may include pre-screening requirements for all occupants in the Project.

3. **Guests.** A person not otherwise qualified for residency may remain in the dwelling as a guest of the Qualified Occupants, for a period not to exceed sixty (60) days in any calendar year. Any person who resides in the dwelling for more than sixty (60) days in any calendar year shall be deemed a resident. Said person must submit an age verification in the form specified by the Association and must be qualified for residency (that is, must be a Qualified Occupant) in order to remain. For the purpose of calculating the sixty (60) day period described in this section, presence in the dwelling for more than 12 hours of a day, or overnight, shall constitute a day's stay. Notwithstanding the foregoing, if a person determines to occupy the dwelling on a permanent basis, that person shall become a resident, and not a guest, regardless of the length of the stay, and must qualify for residency pursuant to Paragraph 5(c)(1) above.

4. **Termination of Residency of Disabled Qualified Permanent Resident by Virtue of Disability.** Any owner of a dwelling on a Residential Lot in the Project, or the Association through its Board of Directors, may take action to prohibit or terminate occupancy by a person who is a Qualified Permanent Resident by Virtue of Disability (as defined in Paragraph 5(b)(6) above), if the owner or the Board of Directors finds, based on credible and objective evidence, that such person is likely to pose a significant threat to the health or safety of others that cannot be ameliorated by means of a reasonable accommodation, provided, however, that the termination of residency can take place only after the following:

- (a) Notice to the disabled person and the disabled person's co resident parent or grandparent of (i) the basis for the proposed termination of residency, and (ii) a hearing before the Board of Directors of the Project, wherein the disabled person and/or his/her co resident parent or grandparent may be heard on the subject;
- (b) The notice of hearing shall provide for a hearing date no less than ten (10) days after the date of the notice;
- (c) The decision to terminate residency of the disabled person shall be made only after due consideration is given to the relevant, credible, and objective information provided in the hearing. The evidence shall be taken and held in a confidential manner, pursuant to a closed session in order to preserve the privacy of the affected persons. The affected persons shall be entitled to have present at the hearing an attorney or any other person authorized by them to speak on their behalf or to assist them in the matter.

Nothing in this provision shall be construed as requiring the Board of Directors of the Project to take action to terminate a disabled person's residency.

5. **Restrictions Pertaining to Permitted Health Care Residents.** A Permitted Health Care Resident shall not be a Qualified Permanent Resident. However, a Permitted Health Care Resident shall be entitled to continue his or her occupancy, residency, or use of a dwelling on a Residential Lot in the absence of the Senior Citizen, only if both of the following are applicable:

(a) The Senior Citizen became absent from the dwelling due to hospitalization or other necessary medical treatment and expects to return to his or her residence within 90 days from the date the absence began; and

(b) The absent Senior Citizen or an authorized person acting for the Senior Citizen submits a written request to the owner of the dwelling, or the Board of Directors of the Association, stating that the Senior Citizen desires that the Permitted Health Care Resident be allowed to remain in order to be present when the Senior Citizen returns to reside in the Project.

d. Procedural Restrictions Pertaining to Age Restrictions.

1. **Enforcement.** The Association and any one or more of its Owners or Members shall each be empowered to enforce compliance with all applicable Laws, as such may be amended or supplemented from time to time hereafter. Notwithstanding any provisions regarding enforcement of the restrictions in this Amendment to the Consolidated Declaration, and in addition thereto, the Association may use any proceeding at law or in equity to enforce the provisions of this Paragraph 5.

2. **Amendments by Board of Directors to Reflect Changes in Law Pertaining to Senior Housing.** There have already been changes in the Laws affecting housing for older persons, and doubtless there will continue to be additional changes after the date this Amendment to the Consolidated Declaration is recorded. Therefore, to avoid the need for further costly and time-consuming amendments to the Consolidated Declaration, which may be needed due to subsequent changes in the Laws pertaining to housing for older persons, the Association's Board of Directors shall be empowered to promulgate Rules and Regulations to implement and to comply with any such Laws and to amend such Rules and Regulations from time to time to achieve compliance with any changes in the Laws pertaining to age restrictions. The age restrictions authorized by this Paragraph 5 shall be deemed to have been amended by any Rules and Regulations promulgated by the Board under the authority of this numbered paragraph. Furthermore, all Owners, residents, and prospective purchasers shall be deemed to have constructive notice of any such Rules and Regulations promulgated by the Board.

If any Law, now or hereafter in force, should require or be interpreted to require that specific restrictions applicable to housing for older persons must be recorded as part of this Consolidated Declaration, then the Board shall be empowered to record an appropriate amendment to this Consolidated Declaration to insure that this Project continues to qualify as housing for older persons or senior citizens under all applicable Laws. The Board may record such an amendment without the need for any approval by the voting power of the Owners, Members, or Non-Residential Owners, notwithstanding the amendment provisions located elsewhere in this Consolidated Declaration, and specifically including the amendment provisions in Paragraph 10. The powers given to the Board under this paragraph to enact and to amend rules and to amend this Consolidated Declaration shall be limited solely to the powers necessary to preserve and enforce the Consolidated Property's status as housing for older persons.

3. **Conflicts.** If there is any inconsistency or conflict between the provisions of this Paragraph 5 and any other provision of the Consolidated Declaration, the terms of this Paragraph 5 shall control.

This completes the text of the amendment. It is intended that the terms of this amendment shall control to the extent any other provisions of the Consolidated Declaration may conflict with it. If there is any error or omission in this amendment that is discovered after that date it is recorded, the Association, through the Board, reserves the right to record a document to correct such error. Except as expressly modified by this amendment, all remaining provisions of the Consolidated Declaration shall remain in full force and effect. This amendment shall take effect immediately upon recording.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Consolidated Declaration on August 23, 2001 at Sun City, California.

SUN CITY CIVIC ASSOCIATION,
a California nonprofit mutual benefit corporation

By: Jean Roberge
Jean Roberge, President

By: Betty Jo Adney
Betty Jo Adney, Secretary

State of California)
)
County of Riverside)

On AUGUST 23, 2001, before me, DAVID C. JARMAN, a Notary Public, personally appeared BETTY JO ADNEY & JEAN ROBERGE.

[] personally known to me
- OR -
[X] proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) ~~is/are~~ subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in ~~his/her/their~~ authorized capacity(ies), and that by ~~his/her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

David C. Jarman
Notary Public

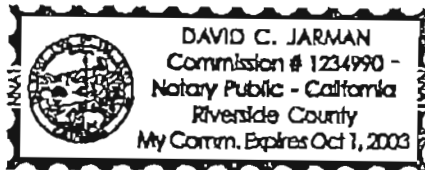


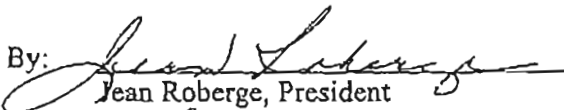
Exhibit A


**CERTIFICATION OF PRESIDENT AND SECRETARY
AS TO APPROVAL OF AMENDMENT**

We, Jean Roberge and Betty Jo Adney, declare and state as follows:

1. We certify that we are the President and Secretary, respectively, of Sun City Civic Association, a California nonprofit mutual benefit corporation (hereafter "Association").
2. This certification is executed, according to the provisions contained in the Consolidated Declaration and California Civil Code Section 1355, to certify that the amendment requirements of the Consolidated Declaration have been met.
3. We certify that, according to Paragraph 5 of the Consolidated Declaration, a proper majority of the Board of Directors voted to adopt this amendment at a meeting held on August 16, 2001 and that, because this amendment is required to maintain compliance with the current requirements of state and federal law applicable to housing for senior citizens, no approval by the total voting power of the Association is required to approve this amendment.

On behalf of the Association, we declare under penalty of perjury under the laws of the State of California that the foregoing facts are true and correct. Executed on August 23, 2001 at Sun City, California.

By: 
Jean Roberge, President

By: 
Betty Jo Adney, Secretary

494348

RECEIVED FOR RECORD
AT 8:00 AM

NOV 16 1998

Recorded in Official Records
of Riverside County, California

Recorder

Fees \$ 51

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

J.W. HANSEN, Esq.
EPSTEN & GRINNELL
16835 West Bernardo Drive, Suite 210
San Diego, California 92127

(Above Space for Recorder's Use)

SECOND DECLARATION OF ANNEXATION
TO
FIRST AMENDED AND CONSOLIDATED
DECLARATION OF RESTRICTIONS
FOR
SUN CITY CIVIC ASSOCIATION
A Residential Planned Development



(THIS DOCUMENT IS BEING RE-RECORDED DUE TO THE
FACT THAT THE CERTIFICATION OF PRESIDENT WAS NOT
SIGNED WHEN THIS DOCUMENT WAS ORIGINALLY
RECORDED ON 9/15/98).

391619

RECEIVED FOR RECORD
AT 8:00AM O'CLOCK

SEP 15 1998

Recorded in Official Records
of Riverside County, California

Recorder 48

Fees \$ _____

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

EPSTEN & GRINNELL, APC
16835 West Bernardo Drive, Suite 210
Rancho Bernardo, California 92127

(Above Space for Recorder's Use)

**SECOND DECLARATION OF ANNEXATION
TO
FIRST AMENDED AND CONSOLIDATED
DECLARATION OF RESTRICTIONS
FOR
SUN CITY CIVIC ASSOCIATION
*A Residential Planned Development***

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WHEREAS, SUN CITY CIVIC ASSOCIATION, a California nonprofit mutual benefit corporation ("Association"), caused a First Amended and Consolidated Declaration of Restrictions for Sun City Civic Association ("Consolidated Declaration") to be recorded on March 11, 1997 as Document No. 080348 and a First Declaration of Annexation to the Consolidated Declaration to be recorded on October 14, 1997 as Document No. 372156 ("First Annexation"), all in the Office of the County Recorder of Riverside County, California; and

WHEREAS, Paragraph F of the Recitals to the Consolidated Declaration and Paragraphs 2 and 10(e) of the Consolidated Declaration anticipated and authorized the recording of one or more Declarations of Annexation to amend Exhibits A and B to the Consolidated Declaration as the various Separate Tracts (as said term is defined in the Consolidated Declaration) voted to amend the terms of their respective Separate Declarations (as said term is defined in the Consolidated Declaration) to authorize their consolidation under this Consolidated Declaration;

WHEREAS, in addition to the Separate Tracts that have already voted to become subject to the Consolidated Declaration, the Owners and Members in each Separate Tract of real property identified with asterisks (*) in Exhibit A, attached hereto and made a part hereof, have now voted by the requisite majorities required by their respective Separate Declarations to amend their respective Separate Declarations and now desire to impose the terms of the Consolidated Declaration on the real property subject to their respective Separate Declarations;

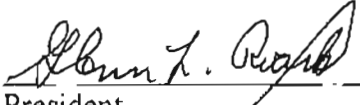
WHEREAS, the Board has discovered some errors and omissions in the Consolidated Declaration and in the First Annexation, and, based on the authority of Paragraph 10(d) of the Consolidated Declaration, wishes to correct those errors and omissions, including a recording to amend and replace Exhibit G that was part of the Consolidated Declaration; and

WHEREAS, each error, omission or correction is explained using footnotes in this Second Declaration of Annexation;

NOW THEREFORE, Exhibits A, B and G of the Consolidated Declaration, as originally recorded, are now amended to read as found in Exhibits A, B and G, attached hereto and made a part hereof, and all the property described in Exhibit A shall now be held, conveyed, hypothecated, encumbered, leased, rented, used, occupied, and improved subject to the declarations, limitations, covenants, conditions, restrictions, reservations, rights, equitable servitudes, liens, charges and easements set forth in the Consolidated Declaration, as it may be amended from time to time, all of which are declared and agreed to be in furtherance of a plan established for the purpose of enhancing and perfecting the value, desirability, and attractiveness of the Consolidated Property (as said term is defined in the Consolidated Declaration). As provided in Paragraph 2 of the Consolidated Declaration, the terms set forth in each of the Separate Declarations described in Exhibit B are specifically ratified, approved and confirmed and continue in full force and effect, except to the extent that they are amended as described in the Consolidated Declaration.

IN WITNESS WHEREOF, the Association's President has executed this Declaration of Annexation this 14 day of September, 1998.

SUN CITY CIVIC ASSOCIATION,
a California nonprofit mutual benefit corporation

By: 
President

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STATE OF CALIFORNIA)
)
COUNTY OF RIVERSIDE)

On 9/14/98, before me, Thelma M. Zufelt, Notary Public, a
Notary Public, personally appeared Glenn L. Roark,

personally known to me

- OR -

proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which
the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Thelma M. Zufelt
Notary Public

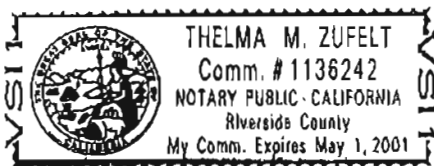


Exhibit A

This Exhibit A amends and replaces the Exhibit A contained in the previously recorded Consolidated Declaration and all previously recorded Declarations of Annexation. An asterisk (*) below at the beginning of a row of Lots identifies each Separate Tract that is being annexed under this Declaration of Annexation. All other rows indicate the Separate Tracts that were previously subject to the Consolidated Declaration. Taken as a whole, this Exhibit A represents the entire Consolidated Property that is now subject to the terms of the Consolidated Declaration. The Association's Board of Directors reserves the right to record a document at a later date that specifies the Assessor's Parcel Numbers of the affected lots.

Tract No.	Lots That Are Part of the Consolidated Property Listed by Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
2364	1-448 & 466-576	Book 43, pages 57-65
2402	*1-127	Book 43, pages 84-86
2403	*1-434	Book 44, pages 5-9
2404	1-252	Book 44, pages 16-19
2446	*1-442	Book 44, pages 96-100
2455	1-149	Book 44, pages 86-87
2544	1-343	Book 45, pages 56-59
2552	1-446	Book 46, pages 85-88
2643	*30-55 & 138-163	Book 46, pages 59-61
2714	1-75	Book 48, pages 41-43
3395	1-86	Book 55, pages 5-7
3424	1-13 14-32 33-125 & 129-252 253-265 266-280	Book 55, pages 52-57
3453	1-5 6-8 & 17-19 13-16 20-24	Book 56, pages 10-11

Tract No.	Lots That Are Part of the Consolidated Property Listed by Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
3527 ^{1/}	1-46 & 60-100 47-52 53-59	Book 57, pages 31-33
3624	*1 & 2	Book 57, pages 19-20
3643	1-29, 41-81 & 102-108 30-40 & 109-111 82-101	Book 58, pages 68-70
3838	1-191 192-212 213-233	Book 60, pages 24-26
3839	1-33 34-48 49-61 62-72 *73-79	Book 60, pages 80-83
3884	1-4, 11-22 & 31-36	Book 61, pages 3-5
4434 ^{2/}	1-11	Book 71, pages 51-52
4526 ^{3/}	1-98	Book 77, pages 37-39
4567	1-47	Book 73, pages 28-30

1. Note: All the Lots in Tract 3527 were made part of the Consolidated Declaration when it was recorded on March 11, 1997 as Document No. 080348, and they were listed in Exhibit A. They were inadvertently omitted from Exhibit A when the First Annexation was recorded on October 14, 1997 as Document No. 372156. That omission is being corrected in this Exhibit A.

2. Note: All the Lots in Tract 4434 were made part of the Consolidated Declaration when it was recorded on March 11, 1997 as Document No. 080348, and they were listed in Exhibit A. They were inadvertently omitted from Exhibit A when the First Annexation was recorded on October 14, 1997 as Document No. 372156. That omission is being corrected in this Exhibit A.

3. Note: All the Lots in Tract 4526 were made part of the Consolidated Declaration when it was recorded on March 11, 1997 as Document No. 080348, and they were listed in Exhibit A. They were inadvertently omitted from Exhibit A when the First Annexation was recorded on October 14, 1997 as Document No. 372156. That omission is being corrected in this Exhibit A.

Tract No.	Lots That Are Part of the Consolidated Property Listed by Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
4699	*1-19	Book 74, pages 23-24
4794	1-163	Book 82, pages 83-88
4794-1	1-155	Book 76, pages 36-41
5072-R	*1 (<i>resubdivision of Tract 2643, lots 164-192</i>)	Book 79, pages 43-44
6212	1-185	Book 90, pages 94-99
6212-1	1-121	Book 87, pages 1-4
7667	1-10	Book 89, pages 78-79
9432	1-94	Book 98, pages 79-83
9432-1	1-128	Book 95, pages 26-30

Exhibit B

This Exhibit B amends and replaces the Exhibit B contained in the previously recorded Consolidated Declaration and all previously recorded Declarations of Annexation. An asterisk (*) before a particular Declaration or Amendment indicates a Declaration or Amendment that is newly consolidated under this Declaration of Annexation. The remaining Declarations or Amendments represent those Declarations or Amendments that previously have been consolidated under the Consolidated Declaration. Taken as a whole, this Exhibit B represents all the Declarations and Amendments that have been consolidated under the Consolidated Declaration to date.

Lots listed parenthetically after Declarations that are intentionally listed on separate lines and followed by dot leaders (*i.e.*) indicate Lots that are subject to Separate Declarations as set forth in Exhibit D of the previously recorded Consolidated Declaration.

Tract No.	Declaration or Amendment Consolidated Hereunder Listed By Tract	Recording Date	Document No.
2364	Declaration	3-27-62	27668
	Declaration (Amendment of Above)	10-19-62	97259
2402	*Declaration	5-7-62	42275
	*Declaration (Re-Recording of Above)	5-14-62	44582
2403	*Declaration	5-23-62	48236
2404	Declaration	6-6-62	52897
2446	*Declaration	10-9-62	93815
2455	Declaration	9-19-62	87750
2544	Declaration	12-12-62	114973
2552	Declaration	5-15-63	50294
2643	*Declaration	1-15-64	5438
2714	Declaration	11-18-63	121695
	Declaration (Re-recording of Above)	4-27-64	51239
	Declaration (Amendment of Above)	5-21-69	50034
3395	Declaration	11-3-65	125390
3424	Declaration (affecting Lots 1-13)	4-6-66	35926
	Declaration (affecting Lots 14-32)	4-6-66	35925
	Declaration (affecting Lots 33-125 & 129-252)	2-16-66	17658
	Declaration (affecting Lots 253-265)	4-6-66	35923
	Declaration (affecting Lots 266-280)	4-6-66	35922

Tract No.	Declaration or Amendment Consolidated Hereunder Listed By Tract	Recording Date	Document No.
3453	a. Declaration (affecting Lots 1-5)	5-12-66	49963
	b. Declaration (affecting Lots 6-8 & 17-19)	5-12-66	49962
	c. Declaration (Amendment of b. Above)	12-30-66	123806
	d. Declaration (Amendment of b. Above)	10-2-67	86456
	e. Declaration (affecting Lots 13-16)	5-12-66	49965
	f. Declaration (affecting Lots 20-24)	5-12-66	49966
3527 ^{4/}	Declaration (affecting Lots 1-46 & 60-100)	4-12-67	31136
	Declaration (affecting Lots 47-52)	4-12-67	31137
	Declaration (affecting Lots 53-59)	4-12-67	31138
3624	*Declaration (See Tract 2446)	10-9-62	93815
3643	Declaration (affecting Lots 1-29, 41-81 & 102-108)	4-17-68	35362
	Declaration (affecting Lots 30-40 & 109-111)	4-17-68	35363
	Declaration (affecting Lots 82-101)	4-17-68	35364
3838	Declaration (affecting Lots 1-191)	11-8-68	107651
	Declaration (Amendment of Above)	11-14-68	109298
	Declaration (affecting Lots 192-212)	11-8-68	107652
	Declaration (affecting Lots 213-233)	11-8-68	107653
3839	Declaration (affecting Lots 1-33)	12-30-68	126625
	Declaration (affecting Lots 34-48)	12-30-68	126626
	Declaration (affecting Lots 49-61)	12-30-68	126627
	Declaration (affecting Lots 62-72)	12-30-68	126628
	*Declaration (affecting Lots 73-79)	12-30-68	126629
3884 ^{5/}	Declaration	3-6-69	22243
	Declaration (Amendment of Above)	12-20-71	144727
4434	Declaration	3-6-72	30280

4. Note: All the Declarations recorded against Tract 3527 were amended and consolidated under the Consolidated Declaration when it was recorded on March 11, 1997 as Document No. 080348, and they were listed in Exhibit B. They were inadvertently omitted from Exhibit B when the First Annexation was recorded on October 14, 1997 as Document No. 372156. That omission is being corrected in this Exhibit B.

5. Note: All the Declarations recorded against Tract 3884 were amended and consolidated under the Consolidated Declaration when it was recorded on March 11, 1997 as Document No. 080348, and they were listed in Exhibit B. They were inadvertently omitted from Exhibit B when the First Annexation was recorded on October 14, 1997 as Document No. 372156. That omission is being corrected in this Exhibit B.

Tract No.	Declaration or Amendment Consolidated Hereunder Listed By Tract	Recording Date	Document No.
4526	Declaration	9-26-73	126266
4567	Declaration	8-18-72	110941
4699	*Declaration	11-3-72	147242
4794	Declaration	7-24-75	89459
4794-1	Declaration	4-20-73	50395
5072-R	*Declaration (See Tract 2643)	1-15-64	5438
6212	Declaration	7-5-77	124090
6212-1	Declaration	10-29-76	166820
	Declaration (Amendment of Above)	12-28-76	199185
7667	Declaration	4-11-77	61358
	Declaration (Amendment of Above)	7-22-80	131505
	Declaration (Amendment of Above)	7-22-80	131506
	Declaration (Amendment of Above)	7-22-80	131507
9432	Declaration	7-28-78	157766
9432-1	Declaration	12-21-77	253426

Exhibit G

This Exhibit G amends and replaces the Exhibit G contained in the previously recorded Consolidated Declaration in the manner described in the footnote below. The Residential Lots whose Owners are or may become voting Members of the Association are all listed in the table below by Tract number, Lot numbers, and the Book and Page numbers of Maps, as found in Records of Riverside County, California. Lot numbers separated by hyphens indicate that both first and the last Lots and all consecutively numbered Lots between them are included. Lots intentionally listed on separate lines and followed by dot leaders (*i.e.* . . .) indicate Lots that are subject to separate Declarations as set forth in Exhibit D to the Consolidated Declaration, as originally recorded.

Tract No.	Residential Lots Listed By Tract (Hyphenated Lots Listed Inclusively)	Total Voting Lots
2364	2-29, 31-448 , <u>31-431</u> , 433-448, ^{6/} 467-474, 476-483, 487-506, 508-535 & 537-572	546 545 ^{2/}
2402	1-127	127
2403	1-292, 301 & 306-434	422
2404	1-252	252
2446	3-59, 61-323, 325-336, 338-347, 349-376, 378-409 & 411-442, Plus Tract 3624, Lots 1 & 2	436
2455	2-37, 39-52, 54-67, 69-82, 84-93, 95-108, 110-123, 125-138 & 140-149	140
2544	2-309, 311-314 & 316-343	340
2552	1-407 & 411-446	441 443 ^{8/}

6. Note: The Board is recording this Exhibit G again, to correct an error in the Exhibit G that was part of the Consolidated Declaration recorded on March 11, 1997 as Document No. 080348. This authority is granted to the Board in Par. 10(d) of said Consolidated Declaration. The ~~strikeout~~ deletes the error in the Exhibit G that was recorded in the original Exhibit G. Lot 432 should not have been included, as it is a Non-Residential Lot, as was shown in Exhibit F in said Consolidated Declaration. Thus, the underlined text shows that the correct Residential Lots should be 31-431 and 433-448.

7. Note: The number of voting lots must be corrected to 545 from 546, due to the change described in the prior footnote.

8. Note: The number of voting lots was computed incorrectly on the original Exhibit G, so it has been corrected to 443 from 441.

Tract No.	Residential Lots Listed By Tract (Hyphenated Lots Listed Inclusively)	Total Voting Lots
2643	31-40, 42-55, 139-152, & 154-163	48
2714	1-75	75
3395	1-86	86
3424	1-12	12
	14-31	18
	33-125, 129-175 & 177-252	216
	254-265	12
	267-280	14
3453	1-4	4
	6-8 & 17-19	6
	14-16	3
	21-24	4
3527	1-46 & 60-100	87
	48-52	5
	53-58	6
3624	Residential Lots 1 & 2 tallied with Tract 2446 - <i>See Tract 2446</i>	<i>See Tract 2446</i>
3643	1-29, 41-81 & 102-108	77
	31-40 & 110-111	12
	83-90 & 92-101	18
3693	1 & 2 (<i>resubdivision of Tract 3424, Lots 126-128</i>)	2
3838	1-191	191
	193-198, 200-205 & 207-212	18
	214-219, 221-226 & 228-233	18
3839	1-33	33
	35-38, 40-43 & 45-48	12
	50-61	12
	63-72	10
	74-79	6
3884	1-4, 11-22, 31-36	22
4434	1-11	11
4526	1-97	97
4567	1-47	47
4699	1-19	19

Tract No.	Residential Lots Listed By Tract (Hyphenated Lots Listed Inclusively)	Total Voting Lots
4794	1-163	163
4794-1	1-155	155
5072-R	N/A (<i>resubdivision of Tract 2643, Lots 164-192</i>)	-0-
6212	1-185	185
6212-1	1-121	121
7667	1-8	8
9432	1-94	94
9432-1	1-128	128

Certification of President Regarding Approval of Amendments
(Subjecting Additional Property to Consolidated Declaration
Through Declaration of Annexation)

I, Glenn Roark, declare and state as follows:

1. I certify that I am the President of Sun City Civic Association, a California nonprofit mutual benefit corporation (hereafter "Association").

2. This document is executed for the purpose of certifying approval of amendments to certain of the Separate Declarations authorizing them to be consolidated under the Consolidated Declaration. This certification is made according to the provisions contained in California Civil Code Section 1355 to certify that the amendment requirements have been met under each of the respective Separate Declaration.

3. With respect to the Separate Tracts identified on the exhibit attached immediately following my declaration, I certify that the figures stated therein show the Tract Nos. and Lots of each Separate Tract, the number of votes entitled to be cast by those Lots, the fraction or percentage of the eligible votes and corresponding number of affirmative votes needed to amend the respective Separate Declarations for the identified Tract No. and Lots comprising each Separate Tract, and the number of affirmative and negative votes actually cast for each Separate Tract listed in the attached exhibit. If lots from more than one tract are listed together on the same row, all such lots are subject to the same Separate Declaration, and the vote totals listed represent the aggregate of the votes cast by all such lots.

4. In some cases, the vote totals cast, as shown in the attached exhibit, may reflect fractional votes. In such cases, the fractional votes are attributable to Non-Residential Lots, specifically to open space lots surrounding certain multi-family apartment buildings, where such Non-Residential Lots are owned as tenants-in-common in equal shares by the Residential Lot Owners who own the Lots comprising said multi-family apartment buildings. Where the votes attributable to such Non-Residential Lots will have a material impact on the outcome of the vote, the Association has tallied one affirmative or negative vote, as applicable, for each Residential Lot that cast a vote plus a fractional affirmative or negative vote representing each respective Residential Lot Owner's fractional tenancy-in-common interest in the Non-Residential Lot surrounding that Owner's Residential Lot. If the vote attributable to Non-Residential Lots would not have a material impact on the outcome of the vote, the fractional interests attributable to the Non-Residential Lot have been ignored.

5. Since the vote totals attached reflect affirmative consents by a number equal to or greater than the vote needed to amend each Separate Declaration identified with an asterisk in Exhibit B, I certify that the amendments to have been approved thereby authorizing the consolidation of each such Separate Declarations under this Consolidated Declaration.

[The Remainder of This Page is Blank]

On behalf of the Association, I declare under penalty of perjury under the laws of the State of California that the foregoing facts are true and correct. Executed on October 21, 1998 at Sun City, California.

By: Glenn Roark
Glenn Roark, President

Exhibit Attached to Certification of Association President
Regarding Approval of Consolidated Declaration

Tract No.	Lot Nos.	Consents Eligible To Be Cast	Affirmative Consents Needed		Affirmative Votes Cast	Negative Votes Cast	Spoiled/ Ambiguous Votes Cast
			Fraction Needed	Number Needed			
2402	1-127	127	2/3	84.67	98	1	0
2403	1-434	434	2/3	289.33	291	3	0
2446 & 3624	Tract 2446: 1-442 & Tract 3624: 1 & 2	444	2/3	296	307	11	0
2643 & 5072-R	Tract 2643: 30-55 & 138-163 & Tract 5072-R: Lot 1	53	Majority	27	27	1	0
3839	73-79	7	2/3	4.67	4.67	1.17	0
4699	1-19	19	2/3	12.67	13	2	0

067407

RECEIVED FOR RECORD
AT 8:00AM

FEB 22 1999

Recorded in Official Records
of Riverside County, California
Recorder

Fee \$



RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

EPSTEN & GRINNELL, APC
16835 West Bernardo Drive, Suite 210
Rancho Bernardo, California 92127

(Above Space for Recorder's Use)

**THIRD DECLARATION OF ANNEXATION
TO
FIRST AMENDED AND CONSOLIDATED
DECLARATION OF RESTRICTIONS
FOR
SUN CITY CIVIC ASSOCIATION
*A Residential Planned Development***

308

WHEREAS, SUN CITY CIVIC ASSOCIATION, a California nonprofit mutual benefit corporation ("Association"), caused a First Amended and Consolidated Declaration of Restrictions for Sun City Civic Association ("Consolidated Declaration") to be recorded on March 11, 1997 as Document No. 080348, a First Declaration of Annexation to the Consolidated Declaration to be recorded on October 14, 1997 as Document No. 372156 ("First Annexation"), and a Second Declaration of Annexation to the Consolidated Declaration to be recorded on September 15, 1998 as Document No. 391619 ("Second Annexation"), all in the Office of the County Recorder of Riverside County, California; and

WHEREAS, Paragraph F of the Recitals to the Consolidated Declaration and Paragraphs 2 and 10(e) of the Consolidated Declaration anticipated and authorized the recording of one or more Declarations of Annexation to amend Exhibits A and B to the Consolidated Declaration as the various Separate Tracts (as said term is defined in the Consolidated Declaration) voted to amend the terms of their respective Separate Declarations (as said term is defined in the Consolidated Declaration) to authorize their consolidation under this Consolidated Declaration; and

WHEREAS, in addition to the Separate Tracts that have already voted to become subject to the Consolidated Declaration, the Owners and Members in each Separate Tract of real property identified with asterisks (*) in Exhibit A, attached hereto and made a part hereof, have now voted by the requisite majorities required by their respective Separate Declarations to amend their respective Separate Declarations and now desire to impose the terms of the Consolidated Declaration on the real property subject to their respective Separate Declarations; and

2002-090

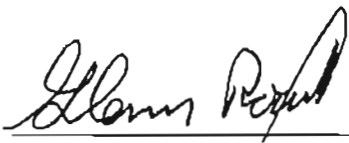
WHEREAS, all the Separate Tracts that were listed in Exhibit C of the Consolidated Declaration have now voted by the requisite majorities required by their respective Separate Declarations to amend their all their respective Separate Declarations that were listed in Exhibit D of the Consolidated Declaration, so that Exhibit A now contains all the Separate Tracts that were listed in Exhibit C of the Consolidated Declaration and Exhibit B now contains all the Separate Declarations that were listed in Exhibit D of the Consolidated Declaration;

NOW THEREFORE, Exhibits A and B of the Consolidated Declaration, as originally recorded, are now amended to read as found in Exhibits A and B attached hereto and made a part hereof, and all the property described in Exhibit A shall now be held, conveyed, hypothecated, encumbered, leased, rented, used, occupied, and improved subject to the declarations, limitations, covenants, conditions, restrictions, reservations, rights, equitable servitudes, liens, charges and easements set forth in the Consolidated Declaration, as it may be amended from time to time, all of which are declared and agreed to be in furtherance of a plan established for the purpose of enhancing and perfecting the value, desirability, and attractiveness of the Consolidated Property (as said term is defined in the Consolidated Declaration). As provided in Paragraph 2 of the Consolidated Declaration, the terms set forth in each of the Separate Declarations described in Exhibit B are specifically ratified, approved and confirmed and continue in full force and effect, except to the extent that they are amended as described in the Consolidated Declaration.

IN WITNESS WHEREOF, the Association's President has executed this Declaration of Annexation this 1 day of February, 1999.

SUN CITY CIVIC ASSOCIATION,
a California nonprofit mutual benefit corporation

By:



President

[The Remainder of This Page is Blank]

STATE OF CALIFORNIA)
)
COUNTY OF RIVERSIDE)

On February 1, 1999, before me, Thelma M Zufelt, Notary Public, a
Notary Public, personally appeared Glenn L. Roark,

personally known to me

- OR -

proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Thelma M. Zufelt
Notary Public

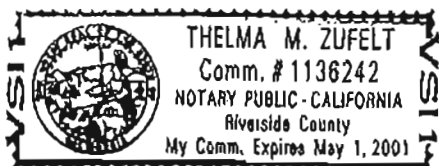


Exhibit A

This Exhibit A amends and replaces the Exhibit A contained in the previously recorded Consolidated Declaration and all previously recorded Declarations of Annexation. An asterisk (*) below at the beginning of a row of Lots identifies each Separate Tract that is being annexed under this Declaration of Annexation. All other rows indicate the Separate Tracts that were previously subject to the Consolidated Declaration. Taken as a whole, this Exhibit A represents the entire Consolidated Property that is now subject to the terms of the Consolidated Declaration and now includes all the Separate Tracts that were listed in Exhibit C of the Consolidated Declaration. The Association's Board of Directors reserves the right to record a document at a later date that specifies the Assessor's Parcel Numbers of the affected lots.

Tract No.	Lots That Are Part of the Consolidated Property Listed by Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
2364	1-448 & 466-576	Book 43, pages 57-65
2402	1-127	Book 43, pages 84-86
2403	1-434	Book 44, pages 5-9
2404	1-252	Book 44, pages 16-19
2446	1-442	Book 44, pages 96-100
2455	1-149	Book 44, pages 86-87
2544	1-343	Book 45, pages 56-59
2552	1-446	Book 46, pages 85-88
2643	30-55 & 138-163	Book 46, pages 59-61
2714	1-75	Book 48, pages 41-43
3395	1-86	Book 55, pages 5-7
3424	1-13 14-32 33-125 & 129-252 253-265 266-280	Book 55, pages 52-57
3453	1-5 6-8 & 17-19 13-16 20-24	Book 56, pages 10-11

Tract No.	Lots That Are Part of the Consolidated Property Listed by Tract (Hyphenated Lots Listed Inclusively)	Map Book, Pages
3527	1-46 & 60-100 47-52 53-59	Book 57, pages 31-33
3624	1 & 2	Book 57, pages 19-20
3643	1-29, 41-81 & 102-108 30-40 & 109-111 82-101	Book 58, pages 68-70
3693	*1 & 2 (<i>resubdivision of Tract 3424, Lots 126-128</i>)	Book 58, pages 18-19
3838	1-191 192-212 213-233	Book 60, pages 24-26
3839	1-33 34-48 49-61 62-72 73-79	Book 60, pages 80-83
3884	1-4, 11-22 & 31-36	Book 61, pages 3-5
4434	1-11	Book 71, pages 51-52
4526	1-98	Book 77, pages 37-39
4567	1-47	Book 73, pages 28-30
4699	1-19	Book 74, pages 23-24
4794	1-163	Book 82, pages 83-88
4794-1	1-155	Book 76, pages 36-41
5072-R	1 (<i>resubdivision of Tract 2643, lots 164-192</i>)	Book 79, pages 43-44
6212	1-185	Book 90, pages 94-99
6212-1	1-121	Book 87, pages 1-4
7667	1-10	Book 89, pages 78-79
9432	1-94	Book 98, pages 79-83
9432-1	1-128	Book 95, pages 26-30

Exhibit B

This Exhibit B amends and replaces the Exhibit B contained in the previously recorded Consolidated Declaration and all previously recorded Declarations of Annexation. An asterisk (*) before a particular Declaration or Amendment indicates a Declaration or Amendment that is newly consolidated under this Declaration of Annexation. The remaining Declarations or Amendments represent those Declarations or Amendments that previously have been consolidated under the Consolidated Declaration. Taken as a whole, this Exhibit B represents all the Declarations and Amendments that have been consolidated under the Consolidated Declaration to date and now includes all the Separate Declarations that were listed in Exhibit D of the Consolidated Declaration.

Lots listed parenthetically after Declarations that are intentionally listed on separate lines and followed by dot leaders (*i.e.*) indicate Lots that are subject to Separate Declarations as set forth in Exhibit D of the previously recorded Consolidated Declaration.

Tract No.	Declaration or Amendment Consolidated Hereunder Listed By Tract	Recording Date	Document No.
2364	Declaration	3-27-62	27668
	Declaration (Amendment of Above)	10-19-62	97259
2402	Declaration	5-7-62	42275
	Declaration (Re-Recording of Above)	5-14-62	44582
2403	Declaration	5-23-62	48236
2404	Declaration	6-6-62	52897
2446	Declaration	10-9-62	93815
2455	Declaration	9-19-62	87750
2544	Declaration	12-12-62	114973
2552	Declaration	5-15-63	50294
2643	Declaration	1-15-64	5438
2714	Declaration	11-18-63	121695
	Declaration (Re-recording of Above)	4-27-64	51239
	Declaration (Amendment of Above)	5-21-69	50034
3395	Declaration	11-3-65	125390
3424	Declaration (affecting Lots 1-13)	4-6-66	35926
	Declaration (affecting Lots 14-32)	4-6-66	35925
	Declaration (affecting Lots 33-125 & 129-252)	2-16-66	17658
	Declaration (affecting Lots 253-265)	4-6-66	35923
	Declaration (affecting Lots 266-280)	4-6-66	35922

Tract No.	Declaration or Amendment Consolidated Hereunder Listed By Tract	Recording Date	Document No.
3453	a. Declaration (affecting Lots 1-5)	5-12-66	49963
	b. Declaration (affecting Lots 6-8 & 17-19)	5-12-66	49962
	c. Declaration (Amendment of b. Above)	12-30-66	123806
	d. Declaration (Amendment of b. Above)	10-2-67	86456
	e. Declaration (affecting Lots 13-16)	5-12-66	49965
	f. Declaration (affecting Lots 20-24)	5-12-66	49966
3527	Declaration (affecting Lots 1-46 & 60-100)	4-12-67	31136
	Declaration (affecting Lots 47-52)	4-12-67	31137
	Declaration (affecting Lots 53-59)	4-12-67	31138
3624	Declaration (<i>See Tract 2446</i>)	10-9-62	93815
3643	Declaration (affecting Lots 1-29, 41-81 & 102-108) .		
	Declaration (affecting Lots 30-40 & 109-111)	4-17-68	35362
	Declaration (affecting Lots 82-101)	4-17-68	35363
		4-17-68	35364
3693	*Declaration	4-6-66	35924
3838	Declaration (affecting Lots 1-191)	11-8-68	107651
	Declaration (Amendment of Above)	11-14-68	109298
	Declaration (affecting Lots 192-212)	11-8-68	107652
	Declaration (affecting Lots 213-233)	11-8-68	107653
3839	Declaration (affecting Lots 1-33)	12-30-68	126625
	Declaration (affecting Lots 34-48)	12-30-68	126626
	Declaration (affecting Lots 49-61)	12-30-68	126627
	Declaration (affecting Lots 62-72)	12-30-68	126628
	Declaration (affecting Lots 73-79)	12-30-68	126629
3884	Declaration	3-6-69	22243
	Declaration (Amendment of Above)	12-20-71	144727
4434	Declaration	3-6-72	30280
4526	Declaration	9-26-73	126266
4567	Declaration	8-18-72	110941
4699	Declaration	11-3-72	147242
4794	Declaration	7-24-75	89459
4794-1	Declaration	4-20-73	50395
5072-R	Declaration (<i>See Tract 2643</i>)	1-15-64	5438
6212	Declaration	7-5-77	124090

Tract No.	Declaration or Amendment Consolidated Hereunder Listed By Tract	Recording Date	Document No.
6212-1	Declaration	10-29-76	166820
	Declaration (Amendment of Above)	12-28-76	199185
7667	Declaration	4-11-77	61358
	Declaration (Amendment of Above)	7-22-80	131505
	Declaration (Amendment of Above)	7-22-80	131506
	Declaration (Amendment of Above)	7-22-80	131507
9432	Declaration	7-28-78	157766
9432-1	Declaration	12-21-77	253426

Certification of President Regarding Approval of Amendments
(Subjecting Additional Property to Consolidated Declaration
Through Declaration of Annexation)

I, Glenn Roark, declare and state as follows:

1. I certify that I am the President of Sun City Civic Association, a California nonprofit mutual benefit corporation (hereafter "Association").

2. This document is executed for the purpose of certifying approval of amendments to certain of the Separate Declarations authorizing them to be consolidated under the Consolidated Declaration. This certification is made according to the provisions contained in California Civil Code Section 1355 to certify that the amendment requirements have been met under each of the respective Separate Declarations.

3. With respect to the Separate Tract identified in the table below, I certify that the figures stated therein show the Tract No. and Lots of such Separate Tract, the number of votes entitled to be cast by those Lots, the fraction or percentage of the eligible votes and corresponding number of affirmative votes needed to amend the Separate Declaration for the said Tract No. and Lots comprising such Separate Tract, and the number of affirmative and negative votes actually cast for such Separate Tract listed in the attached exhibit.

Tract No.	Lot Nos.	Consents Eligible To Be Cast	Affirmative Consents Needed to Amend		Affirmative Votes Cast	Negative Votes Cast	Spoiled/ Ambiguous Votes Cast
			Fraction Needed	Number Needed			
3693	1 & 2	2	2/3	1.33	2	0	0

4. Since the vote totals above reflect affirmative consents by a number equal to or greater than the vote needed to amend the said Separate Declaration identified with an asterisk in Exhibit B, I certify that the amendments to have been approved thereby authorizing the consolidation of the said Separate Declaration under this Consolidated Declaration.

On behalf of the Association, I declare under penalty of perjury under the laws of the State of California that the foregoing facts are true and correct. Executed on February 1, 1999 at Sun City, California.

By:


 Glenn Roark, President