



WHEN RECORDED, RETURN TO:

Kennewick Acquisition Co. III, L.L.C.
c/o William Smith Properties Inc.
Attention: Matt Smith
15 SW Colorado, Suite A
Bend, Oregon 97702

BENTON FRANKLIN TITLE CO.

Document Title: Amendment No. 1 to Declaration of Covenants, Conditions, Restrictions and Reservations of Sage Crest, a Subdivision
Reference Number(s): 2010002695
Grantor [Declarant]: Kennewick Acquisition Co. III, L.L.C.
Grantee [Project]: Sage Crest, a subdivision
Legal Description [abbreviated]: Sage Crest Phase 2A, Vol. 15 of Plats, Page 415. P+N section 17-8-29 (Complete description on Exhibit A.)
Assessor's Property Tax Parcel/Account Number(s): Ptn: 1-1789-401-0857-006 & ptn: 1-1789-401-0857-008

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Bend, Oregon 97702

**AMENDMENT NO. 1
TO
DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND RESERVATIONS
OF
SAGE CREST, A SUBDIVISION**

(Benton County, Washington)

THIS AMENDMENT NO. 1 to the Declaration of Covenants, Conditions, Restrictions and Reservations of Sage Crest, a Subdivision ("Amendment"), is made and executed by Kennewick Acquisition Co. III, L.L.C. a Washington limited liability company ("Declarant") and by Sage Crest Owner's Association, a Washington non-profit corporation (the "Association").

R E C I T A L S

A. Declarant caused a certain Declaration of Covenants, Conditions, Restrictions and Reservations of Sage Crest, a Subdivision to be recorded in the Official Records of Benton County on February 1, 2010 under Recording No. 2010-002695 (as amended, the "Declaration").

B. The final plat for Sage Crest Phase 1, was recorded in the Official Records of Benton County in Volume 15 of Plats, page 385 (the "Phase 1 Plat Map"). The final plat for Sage Crest Phase 2A, was recorded in Volume 15 of Plats, page 415 (the "Phase 2A Plat Map" and, with the Phase 1 Plat Map, the "Plat Maps").

C. Initially, only Phase 1 was subjected to the Declaration (the "Project"). Pursuant to Article 17.1 of the Declaration, Declarant reserved the right, in its discretion without the assent of the Board, Owners or Mortgagees, to cause any real property not already part of the Project to be annexed to the Project and thereby subjected to the Declaration as part of the Project. Such annexation is accomplished by the recording of an appropriate amendment to the Declaration.

D. Declarant desires, by recording of this Amendment and the Phase 2A Plat Map, to annex certain additional property to the Project and make such additional property part of the Project. Pursuant to Article 14.6 of the Declaration, this Amendment is recorded upon Declarant's sole signature, without the necessity for assent by the Board or Owners, as attorney-in-fact for the Association and all Owners with an irrevocable power coupled with an interest.

NOW, THEREFORE, the Declaration is amended as follows:

1. **Incorporation by Reference.** Capitalized terms used herein without definition, including the above recitals, shall have the same meanings ascribed to such terms in the Declaration.

2. **Annexed Property.** The property legally described on Exhibit A attached hereto (the "Annexed Property"), to the extent not already part of the Project, is hereby annexed to and made a part of the Project.

3. **Common Areas.** Common Areas within the Annexed Property include any real property (including the improvements thereto) within the Annexed Property designated as Common Areas in the Plat Maps for the Project. Declarant reserves the right, in its discretion without the assent of the Board, Owners or Mortgagees, to further amend the Declaration upon Declarant's sole signature so as to designate or re-designate Common Areas within the Annexed Property.

4. **Ratification.** Except as expressly modified by this Amendment, the Declaration remains in full force and effect as previously executed, amended and recorded.

[Signatures and acknowledgments on following pages.]

Dated as of the 1st day of June, 2011.

DECLARANT:

KENNEWICK ACQUISITION CO. III, L.L.C.,
a Washington limited liability company

By [Signature]
Name: MATT SMITH
Title: VICE PRESIDENT

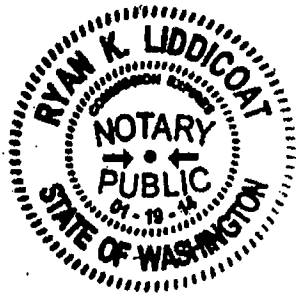
STATE OF WASHINGTON

ss.

COUNTY OF BENTON

I certify that I know or have satisfactory evidence that Matt Smith is the person who appeared before me, and said person acknowledged that said person signed this instrument, on oath stated that said person was authorized to execute the instrument and acknowledged it as the Vice President of KENNEWICK ACQUISITION CO. III, L.L.C., a Washington limited liability company, to be the free and voluntary act of such limited liability company for the uses and purposes mentioned in the instrument.

Dated this 1st day of JUNE, 2011.



[Signature]

(Signature of Notary)

Ryan K. Liddicoat

(Legibly Print or Stamp Name of Notary)

Notary public in and for the state of Washington,
residing at KENNEWICK

My appointment expires 01-19-14

EXHIBIT A

LEGAL DESCRIPTION OF ANNEXED PROPERTY

THAT PORTION OF SHORT PLAT 857, ACCORDING TO THE SURVEY THEREOF RECORDED UNDER AUDITOR'S FILE NO. 802989, AND THE SOUTHEAST QUARTER OF SECTION 17, TOWNSHIP 8 NORTH, RANGE 29 EAST, W.M., BENTON COUNTY, WASHINGTON, FURTHER DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF LOT 14, SAGE CREST PHASE 1, RECORDED UNDER AUDITOR'S FILE NUMBER 2009-038149, BENTON COUNTY, WASHINGTON, WHICH POINT IS ALSO ON THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 17, TOWNSHIP 8 NORTH, RANGE ~~29~~ EAST, W.M.; THENCE, ALONG SAID EAST LINE, SOUTH 00°26'33" WEST A DISTANCE OF 556.27 FEET; THENCE, LEAVING SAID EAST LINE, NORTH 86°24'09" WEST A DISTANCE OF 150.19 FEET; THENCE NORTH 00°26'33" EAST A DISTANCE OF 43.69 FEET; THENCE NORTH 89°59'54" WEST A DISTANCE OF 124.95 FEET; THENCE NORTH 09°55'51" WEST A DISTANCE OF 148.94 FEET; THENCE NORTH 44°33'11" WEST A DISTANCE 123.76 FEET; THENCE NORTH 53°33'25" WEST A DISTANCE OF 104.62 FEET; THENCE NORTH 38°37'13" WEST A DISTANCE OF 94.42 FEET; THENCE NORTH 22°16'32" WEST A DISTANCE OF 112.91 FEET; THENCE NORTH 20°46'49" WEST A DISTANCE OF 35.05 FEET; THENCE NORTH 02°41'36" WEST FOR A DISTANCE OF 95.20 FEET; THENCE NORTH 08°32'03" EAST FOR A DISTANCE OF 86.38 FEET TO INTERSECT THE SOUTH LINE OF SAID SUBDIVISION; THENCE SOUTH 79°38'55" EAST A DISTANCE OF 35.35 FEET TO THE SOUTHEAST CORNER OF LOT 8 OF SAID SUBDIVISION, WHICH POINT IS ALSO THE SOUTHWEST CORNER OF LOT 9, OF SAID SAGE CREST PHASE 1; THENCE, CONTINUING ALONG THE SOUTH LINE OF SAID SUBDIVISION, SOUTH 75°44'08" EAST A DISTANCE OF 122.00 FEET TO THE EASTERLY RIGHT-OF-WAY MARGIN OF SOUTH LINCOLN STREET AS PLATTED WITHIN SAID SUBDIVISION, WHICH POINT IS ALSO THE POINT OF CURVATURE OF A 220.00 FOOT RADIUS CURVE CONCAVE TO THE NORTHWEST; THENCE, ALONG SAID CURVE TO THE LEFT, THROUGH A CENTRAL ANGLE OF 04°18'22" (RADIUS POINT BEARS NORTH 75°40'55" WEST) FOR AN ARC DISTANCE OF 16.53 FEET; THENCE, LEAVING SAID CURVE, SOUTH 79°59'08" EAST A DISTANCE OF 112.71 FEET TO THE SOUTHEAST CORNER OF SAID LOT 10, WHICH POINT IS ALSO THE SOUTHWEST CORNER OF LOT 11 OF SAID SUBDIVISION; THENCE SOUTH 11°36'00" WEST A DISTANCE OF 146.44 FEET TO THE SOUTHWEST CORNER OF LOT 12 OF SAID SUBDIVISION; THENCE SOUTH 89°38'30" EAST AS DISTANCE OF 343.25 FEET TO THE SOUTHEAST CORNER OF LOT 14 AND THE TRUE POINT OF BEGINNING.

(ALSO DESCRIBED AS SAGE CREST PHASE ^{2A} X AS PER THE PLAT THEREOF RECORDED UNDER IN VOLUME 15 OF PLATS, PAGE 415, SITUATE IN THE CITY OF KENNEWICK, BENTON COUNTY, WASHINGTON.)