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WHEN RECORDED, PLEASE RETURN TO:
Suzann Snitko
DEL WEBB'S COVENTRY HOMES, INC.
6001 North 24th Street
Phoenix, Arizona 85016

[This document was recorded with Yavapai County 5/20/99]

**DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR THE CLUB AT COTTONWOOD RANCH
(Phase III Replat, Phase IV, and Phase V)**

THIS DECLARATION is made on the date hereinafter set forth by DEL WEBB'S COVENTRY HOMES CONSTRUCTION CO., an Arizona corporation ("Declarant").

WITNESSETH:

Whereas, Declarant is the owner and developer of certain property in the County of Yavapai, State of Arizona, which is more particularly described on **Exhibit "A"** attached hereto and incorporated herein by this reference.

NOW THEREFORE, Declarant hereby declares that all of the property described on **Exhibit "A"** shall be held, sold and conveyed subject to the following easements, restrictions, covenants, conditions and liens which shall run with the property and shall be binding on and inure to the benefit of all parties having or acquiring any right, title or interest in the property or any part thereof, their heirs, successors or assigns.

**ARTICLE I
DEFINITIONS**

Unless specifically defined herein, all of the terms set forth in this Declaration shall have the same meaning set forth in the Master Declaration.

Section 1. "Association" shall mean and refer to THE CLUB AT COTTONWOOD RANCH, CO., an Arizona non-profit corporation, its successors, and assigns.

Section 2. "Common Area(s)" shall mean that portion of the Property owned by the Association (including the Improvements), for the common use and enjoyment of Owners.

Section 3. “Declaration” shall mean this Declaration of Covenants, Conditions and Restrictions herein set forth in this entire document, as same may from time to time be amended.

Section 4. “Lot” shall mean and refer to any separate parcel of real property shown upon any recorded subdivision map of the Property, together with all Improvements constructed or to be constructed thereon and appurtenances thereto, with the exception of the Common Areas.

Section 5. “Master Association” shall mean COTTONWOOD RANCH COMMUNITY SERVICES, CO., an Arizona non-profit corporation, its successors and assigns.

Section 6. “Master Declaration” shall mean that certain Declaration of Covenants, Conditions and Restrictions for Cottonwood Ranch dated April 9, 1996 and recorded April 12, 1996 as Instrument No. 9619838 (Book 3188 of Official Records, Page 738) and re-recorded on June 5, 1996 as Instrument No. 9631117 (Book 3218 of Official Records, Page 944), Official Records of Yavapai County, Arizona (“Master Declaration”), as amended from time to time.

Section 7. “Owner(s)” shall mean and refer to the record owner, whether one or more persons or entities, of equitable or beneficial title (or legal title if same has merged) of any Lot(s). The foregoing does not include persons or entities who hold an interest in any Lot merely as security for the performance of an obligation. "Owner" shall not include a lessee or tenant of a Lot. “Owner” shall include Declarant Developer so long as each owns any Lot within the Property.

[no section 8 on original document]

Section 9. “Property” or “Properties” shall mean and refer to that certain real, personal, or mixed property described on **Exhibit "A"** which is subject to this Declaration, and such additions hereto as may hereinafter be brought within the jurisdiction of the Association, by instrument recorded in the Office of the Recorder of Yavapai County, Arizona.

ARTICLE II MASTER ASSOCIATION

Section 1. Association Subject to Master Declaration. The Association is part of a master planned community known as Del Webb's Cottonwood Ranch and is subject to the terms and conditions of the Master Declaration. Except as modified herein, all of the provisions of the Master Declaration are incorporated herein by this reference and shall govern the operation of the Association.

Section 2. Additional Assessments. All assessments and amounts due to the Association pursuant to this Declaration shall be in addition to any assessments or other amounts due to the Master Association pursuant to the Master Declaration and shall not be limited by the Maximum Annual Assessment specified in the Master Declaration.

IN WITNESS WHEREOF, DEL WEBB'S COVENTRY HOMES CONSTRUCTION CO., an Arizona corporation, as Declarant, has caused its corporate name to be signed by the undersigned officer thereunto duly authorized this 19th day of May, 1999.

DEL WEBB'S COVENTRY HOMES

CONSTRUCTION CO., an Arizona corporation

By: *signed by Gerry Riley*
Its: Vice President – Division Manager

CONSENT:

THE CLUB AT COTTONWOOD RANCK CO.,
an Arizona non-profit corporation

By: *signed by Doug Noble*
Its: Vice President

STATE OF ARIZONA)
) ss.
County of Yavapai)

On this 18th day of May, 1999, before me, the undersigned Notary Public, personally appeared Gerry Riley, who acknowledged himself to be the Vice President - Division Manager of Del Webb's Coventry Homes Construction Co., an Arizona corporation, and that he as such Officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation, by himself, as such Officer.

signed by Vivian L. Wilson
Notary Public

My Commission Expires:
April 7, 2000

STATE OF ARIZONA)
) ss.
County of Yavapai)

On this 19 day of May, 1999, before me, the undersigned Notary Public, personally appeared Doug Noble, who acknowledged himself to be the Vice President of The Club at Cottonwood Ranch, Co., an Arizona non-profit corporation, and that he as such Officer, being authorized so

to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation, by himself, as such Officer.

signed by Vivian L. Wilson
Notary Public

My Commission Expires:
April 7, 2000

Exhibit "A"

Lots 244 through 252, inclusive and Lots 293 through 306, inclusive, of a Replat of a Portion of Cottonwood Ranch Phase 1, Phase 11 and Phase III as recorded in Book 36 of Maps, Pages 88-89, records of Yavapai County, State of Arizona.

Lots 241 through 243, inclusive and Lots 367 through 495, inclusive, of Cottonwood Ranch Phase IV, as recorded in Book 38 of Maps, Pages 65-69, records of Yavapai County, State of Arizona.

Lots 496 through 527, inclusive, of Cottonwood Ranch Phase V, as recorded in Book 38 of Maps, Pages 70-72, records of Yavapai County, State of Arizona.