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CERTIFICATION OF DECLARATION OF
SONNET SPRINGS, A PLANNED COMMUNITY

This Certification of Declaration of Sonnet Springs is made by Sonnet Springs Development, LLC, a Colorado limited liability company ("Declarant") effective as of April 17th, 2001.

Declarant executed and recorded that certain Declaration of Sonnet Springs, a Planned Community (the "Sonnet Springs Declaration"). The Sonnet Springs Declaration was recorded on October 4, 2000, at Reception No. 200119643 of the records of El Paso County, Colorado.

Property owned by the Declarant which, pursuant to the Sonnet Springs Declaration, may be added to the Declaration is described as follows:

All of that property platted as Sonnet Springs at University Park, in the City of Colorado Springs, El Paso County, Colorado, according to the plat thereof recorded December 22, 1999 at Reception No. 99191619, a replat of Sonnet Springs at University Park, a replat of Lot 1, University Bluffs Filing No. 2 (the "Sonnet Springs Property")

Some or all of the remaining Sonnet Springs Property owned by Declarant was conveyed to Estate Multi-Family Homes LLC, a Colorado limited liability company by Warranty Deed recorded August 25, 2000, at Reception No. 200101208, in the real property records of El Paso County, Colorado and to others ("Sonnet Springs Owners").

A Declaration of Covenants, Conditions, Restrictions and Easements for University Park was recorded on January 15, 1998, at Reception No. 98805438 of the real property records of El Paso County, Colorado (the "UP Master Covenants"), and an Annexation Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for University Park, a planned community, El Paso County, Colorado, was recorded on December 6, 1999, at Reception No. 099183827, in the real property records of El Paso County, Colorado, which annexed the Sonnet Springs Property and subjected it to the provisions of the UP Master Covenants (the "Annexation"). The UP Master Covenants and the Annexation are hereinafter collectively referred to as the "UP Master Declaration."

Pursuant to Section 9.4 of the Sonnet Springs Declaration, Declarant reserved the right to amend the Sonnet Springs Declaration for a period of seven years after the recordation of the Sonnet Springs Declaration.

Declarant, with the consent and acknowledgment of all of the Sonnet Springs Owners, desires to certify that the Property is subject to the terms and conditions of the UP Master Declaration.

J. Patrick Kelly El Paso Cty, CO

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**RATIFICATION OF COVENANTS
SONNET SPRINGS AT
UNIVERSITY PARK FILING NO. 2**

Whereas Sonnet Springs, LLC, a Colorado Limited Liability Company, using the name Fairfax Development Corp., has heretofore created the plat for SONNET SPRINGS AT UNIVERSITY PARK, which was recorded in the records of the El Paso County Clerk and Recorder on December 22, 1999 at Reception No. 9919619; and

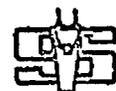
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Whereas Sonnet Springs, LLC, a Colorado Limited Liability Company, again using the name Fairfax Development Corp., did thereafter create the plat for SONNET SPRINGS AT UNIVERSITY PARK FILING NO. 2, which was recorded in the records of the El Paso County Clerk and Recorder on October 10, 2000 at Reception No. 200122762; and

Whereas Sonnet Springs, LLC has also recorded on October 4, 2000 at Reception No. 200119643 a "Declaration of Sonnet Springs, A Planned Community" which is intended to burden the entire Sonnet Springs project site, although specific annexations of the platted lots to said Declaration have not yet been recorded, and

Whereas Sonnet Springs, LLC had, prior to the recording of either the plat for FILING NO. 2 or the Declaration, conveyed Lots 15, 16, 17, 18, 19, 20, and 21 in SONNET SPRINGS AT UNIVERSITY PARK to Estate Multi-Family Homes, LLC, a Colorado Limited Liability Company, by a Warranty Deed recorded August 25, 2000 at Reception No. 200101208 of said El Paso County records; and

Whereas Estate Multi-Family Homes, LLC has agreed that said Lots 15, 16, 17, 18, 19, 20, 21, as well as Lots 22, 23, 24, and 25 in which it has an interest, all of which have been replatted in FILING NO.2, should be bound and encumbered by the aforementioned Declaration, as amended and supplemented, even though it was not of record prior to the time Estate Multi-Family Homes, LLC acquired its interest in said lots.





**RATIFICATION OF COVENANTS
SONNET SPRINGS AT
UNIVERSITY PARK FILING NO. 2**

Whereas Sonnet Springs, LLC, a Colorado Limited Liability Company, using the name Fairfax Development Corp., has heretofore created the plat for SONNET SPRINGS AT UNIVERSITY PARK, which was recorded in the records of the El Paso County Clerk and Recorder on December 22, 1999 at Reception No. 9919619; and

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Whereas Sonnet Springs, LLC, a Colorado Limited Liability Company, again using the name Fairfax Development Corp., did thereafter create the plat for SONNET SPRINGS AT UNIVERSITY PARK FILING NO. 2, which was recorded in the records of the El Paso County Clerk and Recorder on October 10, 2000 at Reception No. 200122762; and

Whereas Sonnet Springs, LLC has also recorded on October 4, 2000 at Reception No. 200119643 a "Declaration of Sonnet Springs, A Planned Community" which is intended to burden the entire Sonnet Springs project site, although specific annexations of the platted lots to said Declaration have not yet been recorded, and

Whereas Sonnet Springs, LLC had, prior to the recording of either the plat for FILING NO. 2 or the Declaration, conveyed Lots 15, 16, 17, 18, 19, 20, and 21 in SONNET SPRINGS AT UNIVERSITY PARK to Estate Multi-Family Homes, LLC, a Colorado Limited Liability Company, by a Warranty Deed recorded August 25, 2000 at Reception No. 200101208 of said El Paso County records; and

Whereas Estate Multi-Family Homes, LLC has executed eleven Deeds of Trust for the use and benefit of Classic Mortgage LLC, d/b/a Classic Capital Group encumbering said Lots 15, 16, 17, 18, 19, 20, 21, as well as Lots 22, 23, 24, and 25 in which it has an interest, all of which have been replatted in FILING NO.2. Said Deeds of Trust were recorded at Reception Nos. 200065124; 200065741; 200065737; 200065745; 200079368; 200079360; 200079364; 200124293; 200124238; 200124235; and 200124277 of said El Paso County records; and



Whereas Classic Mortgage LLC, d/b/a Classic Capital Group has agreed that all of the lots encumbered by the aforementioned eleven Deeds of Trust should be bound and burdened by the aforementioned Declaration, as amended and supplemented, even though it was not of record prior to the times Classic Mortgage, LLC d/b/a Classic Capital Group acquired its various security interests in said lots.

Now, therefore, the undersigned Classic Mortgage, LLC d/b/a Classic Capital Group does hereby ratify, approve, and adopt the aforementioned Declaration, and as hereafter amended and does agree that all of the lots mentioned above shall be subject to said Declaration and its amendments in all respects.

Dated this 23rd day of April, 2001.

Classic Mortgage LLC, d/b/a
Classic Capital Group

by [Signature]

State of Colorado)

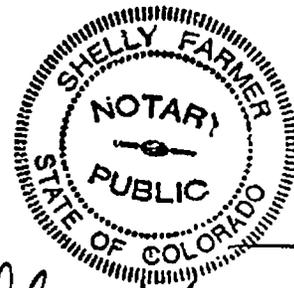
)ss

County of El Paso)

The foregoing instrument was acknowledged before me this 23rd day of April, 2001 by Lynn Provost as Director of Operations of Classic Mortgage LLC, d/b/a Classic Capital Group.

My Commission Expires 11/20/2003

Witness my hand and official seal:



[Signature]
Notary Public



**RATIFICATION OF COVENANTS
SONNET SPRINGS AT
UNIVERSITY PARK FILING NO. 2**

Whereas Sonnet Springs, LLC, a Colorado Limited Liability Company, using the name Fairfax Development Corp., has heretofore created the plat for SONNET SPRINGS AT UNIVERSITY PARK, which was recorded in the records of the El Paso County Clerk and Recorder on December 22, 1999 at Reception No. 9919619; and

Whereas Sonnet Springs, LLC, a Colorado Limited Liability Company, again using the name Fairfax Development Corp., did thereafter create the plat for SONNET SPRINGS AT UNIVERSITY PARK FILING NO. 2, which was recorded in the records of the El Paso County Clerk and Recorder on October 10, 2000 at Reception No. 200122762; and

10-00

Whereas Sonnet Springs, LLC has also recorded on October 4, 2000 at Reception No. 200119643 a "Declaration of Sonnet Springs, A Planned Community" which is intended to burden the entire Sonnet Springs project site, although specific annexations of the platted lots to said Declaration have not yet been recorded, and

Whereas Sonnet Springs, LLC had, prior to the recording of any of the aforementioned instruments conveyed a security interest in the property affected thereby to Classic Mortgage, LLC, d/b/a Encore Funding by a Deed of Trust recorded December 6, 1999 at Reception No. 99183829 of said El Paso County records; and

Whereas Classic Mortgage, LLC, d/b/a Encore Funding did thereafter assign its interest in said Deed of Trust to Fidelity Bank by an instrument recorded February 14, 2000 at Reception No. 200015325, and re-recorded February 24, 2000 at Reception No. 200018659 of said El Paso County records; and

Whereas Fidelity Bank has agreed that all of the property encumbered by said Deed of Trust, all of which has been replatted as SONNET SPRINGS AT UNIVERSITY PARK FILING NO.2, should be bound and



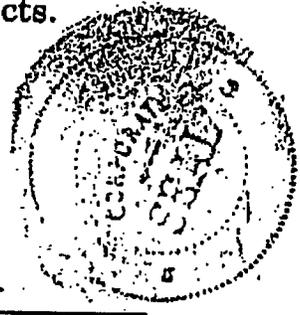
encumbered by the aforementioned Declaration, as amended and supplemented, even though it was not of record prior to the time Fidelity Bank acquired its interest in said property.

Now, therefore, the undersigned Fidelity Bank does hereby ratify, approve, and adopt the aforementioned Declaration, and as hereafter amended and does agree that all of the encumbered property shall be subject to said Declaration and its amendments in all respects.

Dated this 27th day of April, 2001.

Fidelity Bank

by [Signature]
Vice President

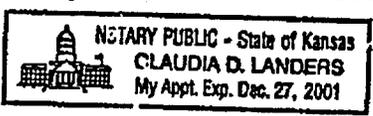


KANSAS
State of Colorado)
Sedgewick)
County of El Paso)

The foregoing instrument was acknowledged before me this 27 day of April, 2001 by Troy Hutton as Vice President of Fidelity Bank.

My Commission Expires 12-27-01

Witness my hand and official seal:



[Signature]
Notary Public

**SUPPLEMENTAL DECLARATION
FOR
SONNET SPRINGS**

THIS SUPPLEMENTAL DECLARATION is made the date set forth below by Sonnet Springs, LLC, a Colorado limited liability company, with an address of 5482 Tomah Drive, Colorado Springs, CO 80918 ("Declarant").

RECITALS

A. Declarant has executed that certain Declaration of Sonnet Springs ("Declaration"), which Declaration has been recorded in the records in the Office of the Clerk and Recorder of the County of El Paso, State of Colorado.

B. Article 7 of the Declaration provides enlargement, expansion and other reserved rights of the Declarant.

C. *Exhibit C* of the Declaration provides the legal description of property which Declarant may annex to Sonnet Springs ("Annexable Property").

D. The undersigned Declarant desires to annex a portion of the Annexable Property to Sonnet Springs pursuant to Article 7 of the Declaration and desires to establish initial Units.

The undersigned hereby declares as follows:

1. Annexation of Property. Pursuant to Article 7 of the Declaration, the property described in *Exhibit A* attached hereto and incorporated herein by this reference, being a portion of the Annexable Property, is annexed to Sonnet Springs and is made a part of the "Real Estate." The property described in *Exhibit A* shall hereafter be held, sold, conveyed, encumbered, leased, rented, occupied and improved subject to the terms and provisions of the Declaration.

2. Number of Units/Allocated Interests. The Declarant hereby establishes initial Units within the Community, which Units are identified in the Plat recorded October 10, 2000, at Reception No. 200122762, which Plat also describes and includes the property described in *Exhibit A*. Immediately upon the recording of this Supplemental Declaration, the number of initial Units and their allocated interests shall be as set forth in the Declaration, as amended and supplemented of record.

3. Definitions. Unless otherwise defined herein, initially capitalized terms defined in the Declaration shall have the same meaning herein.

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IN WITNESS WHEREOF, the undersigned Declarant has hereunto set its hand and seal.

SONNET SPRINGS, LLC,
a Colorado limited liability company

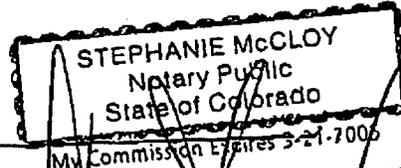
By: Wortham Ashcroft
Wortham Ashcroft, Manager

STATE OF COLORADO)
COUNTY OF El Paso) ss.

The foregoing Declaration was acknowledged before me by Wortham Ashcroft, Manager of Sonnet Springs, LLC, a Colorado limited liability company, on this 23rd day of April, 2001.

Witness my hand and official seal.

My commission expires: _____



Notary Public

J. Patrick Kelly El Paso Cty, CO
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EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY ANNEXED HEREBY

Lots 15 through 25, inclusive, SONNET SPRINGS AT UNIVERSITY PARK, Filing No. 2, in the City of Colorado Springs, El Paso County, Colorado, according to the plat thereof recorded October 10, 2000, at Reception No. 200122762.

Subject to the terms, conditions, obligations and provisions of the documents and exceptions to title of record, including the following:

1. Agreement dated July 12, 1997 and recorded August 22, 1997 at Reception No. 97097798.
2. Declaration recorded January 15, 1998 at Reception No. 98005438.
3. Instrument recorded December 6, 1999 at Reception No. 99183827.
4. Notes on the recorded subdivision plat.
5. Other documents of record.

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SUPPLEMENTAL DECLARATION

FOR

SONNET SPRINGS

THIS SUPPLEMENTAL DECLARATION is made the date set forth below by Sonnet Springs, LLC, a Colorado limited Liability Company, with an address of 6455 N. Union Blvd. Suite 204, Colorado Springs, Co. 80918 ("Declarant").

RECITALS

20.00

A. Declarant has executed that certain Declaration of Sonnet Springs ("Declaration"), Which Declaration has been recorded in the records in the Office of the Clerk and Recorder of the County of El Paso, State of Colorado.

B. Article 7 of the Declaration provides enlargement, expansion and other reserved rights of the Declarant.

C. Exhibit C of the Declaration provides the legal description of property which Declarant may annex to Sonnet Springs ("Annexable Property").

D. The undersigned Declarant desires to annex a portion of the Annexable Property to Sonnet Springs pursuant to Article 7 of the Declaration and desires to establish initial Units.

The undersigned hereby declares as follows:

1. **Annexation of Property.** Pursuant to Article 7 of the Declaration, the property described in Exhibit A attached hereto and incorporated herein by this reference, being a portion of the Annexable Property is annexed to Sonnet Springs and is made a part of the "Real Estate." The Property described in Exhibit A shall hereafter be held, sold, conveyed, encumbered, leased, rented, occupied and improved subject to the terms and provisions of the Declaration.

2. **Number of Units/Allocated Interests.** The Declarant hereby establishes initial Units Within the Community, which Units are identified in the plat recorded October 10, 2000, at reception No. 200122762, which plat also describes and includes the property described in Exhibit A. Immediately upon the recording of this Supplemental Declaration, the number of initial Units and their allocated interests shall be as set forth in the Declaration, as amended and supplemented of record.

3. **Definitions.** Unless otherwise defined herein, initially capitalized terms defined in the Declaration shall have the same meaning herein.

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IN WITNESS WHEREOF, the undersigned Declarant has hereunto set its hand and seal.

SONNET SPRINGS, LLC,
A Colorado limited liability company

By: [Signature]
Ronald J. Covington, Manager

STATE OF COLORADO)
COUNTY OF EL PASO)ss.

The foregoing Declaration was acknowledged before me by Ronald J. Covington, Manager of Sonnet Springs, LLC, a Colorado limited liability company, on this 17th day of February 2002

Witness my hand and official seal.

My commission expires: 5/10/2002
[Signature]
Notary Public

EXHIBIT A

LEGAL DESCRIPTION OF PROERTY ANNEXED HEREBY

Lots 1 through 14, inclusive, SONNET SPRINGS AT UNIVERSITY PARK,
Filling No. 2, in the City of Colorado Springs, El Paso County, Colorado,
according to the plat thereof recorded October 10, 200, at Reception
No. 200122762.

Subject to the terms, conditions, obligations and provisions of the documents and exceptions to title
Of record, including the following:

1. Agreement dated July 12, 1997 and recorded August 22, 1997 at Reception
No.97097798.
2. Declaration recorded January 15, 1998 at Reception No.98005438
3. Instrument recorded December 6, 1999 at Reception No.99183827.
4. Notes on the recorded subdivision plat.
5. Other documents of record.

J. Patrick Kelly El Paso Cty, CO 202026449
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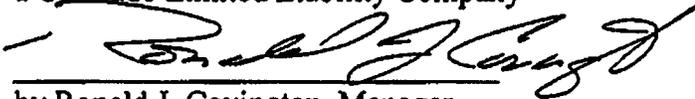
RATIFICATION OF SUPPLEMENTAL DECLARATION

FOR

SONNET SPRINGS

The undersigned Estate Multi-Family Homes, LLC, a Colorado Limited Liability Company, being the actual record owner of all the lots included within Exhibit A, attached to this instrument, do hereby ratify, affirm and approve the annexation of said lots to the Declaration of Sonnet Springs, a Planned Community recorded October 4, 2000 at Reception No. 200119643 of the records of the El Paso County Clerk and Recorder.

Estate Multi-Family Homes, LLC,
a Colorado Limited Liability Company


by Ronald J. Covington, Manager

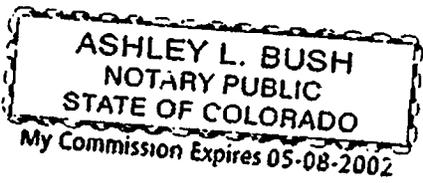
STATE OF COLORADO)
)
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 11th day of February, 2002 by Ronald J. Covington as Manager of Estate Multi-Family Homes, LLC, a Colorado Limited Liability Company.

Witness my hand and Official Seal:


Notary Public

My Commission expires 2/8/2002.



J. Patrick Kelly El Paso Cty, CO 202026449
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ANNEXATION AMENDMENT TO
DECLARATION
OF
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS
FOR
UNIVERSITY PARK
a planned community
EL PASO COUNTY, COLORADO
(Sonnet Springs at University Park)

25

This Annexation Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for University Park is made as of Nov 29, 1999 by **Pulpit Rock Investments, LLC**, a Colorado limited liability company ("Declarant"), with the consent of **Jeffrey B Smith** ("Smith"), as the owner of the Annexed Property (as defined herein).

WHEREAS, a Declaration of Covenants, Conditions, Restrictions and Easements for University Park was recorded on January 15, 1998 at Reception No. 98005438 of the real property records of El Paso County, Colorado, and subsequently amended (collectively, the "Declaration");

WHEREAS, pursuant to Section 8.8 of the Declaration, the Declarant has the right to annex additional property within the property which is subject to the Declaration without the consent of the individual homeowners;

WHEREAS, the real property described as **Sonnet Springs at University Park**, as reflected on the plat thereof recorded on See Exhibit A at Reception No. _____ of the real property records of El Paso County, Colorado (hereinafter called the "Annexed Property") is a portion of the real property described on Exhibit "B" of the Declaration as the Expansion Property;

WHEREAS, Declarant, as Declarant under the Declaration, with the consent of Smith, as the owner of the Annexed Property, desires to submit the Annexed Property to the terms and conditions of the Declaration;

NOW THEREFORE, Declarant, as the Declarant under the Declaration, with the consent of Smith, as the owner of the Annexed Property; hereby declares that the Annexed Property shall be held, sold, used, improved, occupied, owned, resided upon, hypothecated and conveyed subject to the easements, restrictions, covenants, provisions and conditions of the Declaration, as the same may hereafter be amended, all of which are for the purpose of enhancing and protecting the desirability and attractiveness of the Annexed Property and the Community Area (as such term is defined in the Declaration) and all of which shall run with the land and be binding upon all parties having any right, title or interest in the Annexed Property or any part thereof, their heirs, successor and assigns, and which shall inure to the benefit of each such Owner thereof.

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Description: El Paso, CO Document-Year.DocID 1999.183827 Selection from page 1
Order: COVENANTS FOR SONNET SPRING Comment:



STATE OF Colorado)

COUNTY OF El Paso)

The foregoing instrument was acknowledged before me this 29th day of November, 1999, by Douglas M. Stimple as E.V.P. and _____ as _____ of Elite Properties of America, Inc., a Colorado corporation, as Manager of Pulpit Rock Investments, LLC, a Colorado limited liability company.

Witness my hand and official seal.

My Commission Expires: My Commission Expires
12/06/2001



Christine L. Wise
Notary Public

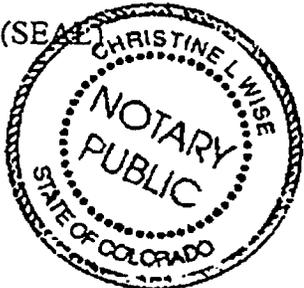
STATE OF Colorado)

COUNTY OF El Paso)

The foregoing instrument was acknowledged before me this 29th day of NOVEMBER, 1999, by Jeffrey B. Smith.

Witness my hand and official seal.

My Commission Expires: My Commission Expires
12/06/2001



Christine L. Wise
Notary Public

EXHIBIT A

Said SONNET SPRINGS AT UNIVERSITY PARK is currently described as follows:

Lot 1, in UNIVERSITY BLUFFS FILING NO. 2, in the City of Colorado Springs, El Paso County, Colorado, according to the plat thereof recorded October 31, 199. at Reception No. 97128447.

J. Patrick Kelly El Paso Cty, CO 099183827
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