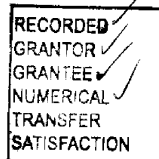


Prepared By:
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P. O. Box 759, Spearfish, SD 57783
Telephone: (605) 642-2757



Register of Deeds

Butte County, South Dakota

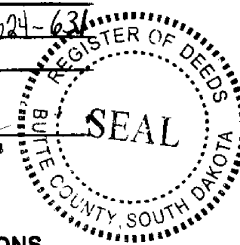
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Book 379 Page(s) 624-631

Fee 24.00

By Banks J. Walker
Register of Deeds



FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR HAT RANCH 2 SUBDIVISION

THIS FIRST AMENDMENT to the Covenants and Restrictions for Hat Ranch 2 Subdivision, herein called the "Declaration," filed as Document No. 2006-702, and in Book 361 at Pages 17-57 in the Office of the Butte County Register of Deeds, Belle Fourche, South Dakota, covering and concerning the following described real property, to wit:

Tract A and Dedicated Road Right-of-Way, all of Hat Ranch 2 Subdivision, City of Belle Fourche, Butte County, South Dakota, Located in the N1/2 of Section 35 and the NW1/4 of Section 36, T8N, R2E, BHM.

WITNESSETH:

Pursuant to Article 8.3 of the Declaration, the undersigned Owners representing a majority of the of votes of the Members of the Association hereby approve and adopt the following First Amendment to the Declaration. Further, pursuant to Article 8.12.1. of the Declaration, **WAGONBOX DEVELOPMENT CO.**, a South Dakota corporation, of 1905 Stage Barn Circle, Spearfish, South Dakota 57783, referred to in the Declaration as the "Declarant," hereby approves the following First Amendment to the Declaration. The amendments are as follows (new language is underlined):

FIRST: Article 2, Section 2.3. shall be amended to read as follows:

2.3. Animals and Pets:

2.3.1. Except as provided for the specified Lots in Subsection 2.3.2. concerning horses, no animals, livestock, horses, or poultry of any kind shall be raised, bred, or kept on any Lot within the Development with the exception that dogs, cats, and other usual and common household pets may be permitted upon a Lot, provided that they are not kept for any reason other than as household pets. The combined total number of dogs, cats and other household pets permitted per Lot shall not exceed four animals. Pets shall not be permitted to roam free or in the sole discretion of the Declarant or Board, make objectionable noise, or constitute a nuisance or inconvenience to the Owner of any Lot within the Development and shall be removed upon request of the Board. All dogs outside of a residence after 10:00 P.M. shall be personally accompanied by a handler, and the handler shall keep the dog

quiet. In no event shall dangerous animals or reptiles be kept in the Development.

2.3.2. On Lot 18, Block 6, and on Lot 19, Block 6, within the Development, up to but no more than eight horses may be kept on each such Lot for personal use of the Lot Owner subject to the conditions stated in 2.3.3.

2.3.3. On Lot 18, Block 6, and on Lot 19, Block 6, within the Development, if horses are kept on such Lots, the Lot Owner will take reasonable efforts to maintain the rangeland on the Lot in good condition and not over-graze the rangeland in consideration of its carrying-capacity, moisture conditions, and other relevant factors. The Lot Owner is encouraged to obtain management information from the Natural Resources Conservation Service, Soil Conservation Service or similar agencies. The Association will have the right to review the condition of the rangeland on such Lots from time to time if over-grazing is observed, and to impose reasonable limitations on the Owners of such Lots for grazing based upon recommendations by the NRCS or SCS or similar agencies.

SECOND: Article 2, Section 2.17, shall be amended to read as follows:

2.17. Outdoor Storage: Except as otherwise provided in this Section for specified Lots, no outdoor storage of any material, firewood containers, automotive accessories, equipment, or other items shall be allowed between the home and the roadway(s) fronting the property. On Lot 18, Block 6, and on Lot 19, Block 6, within the Development, hay to keep horses may be stored outside of outbuildings on such Lots.

THIRD: Article 2, Section 2.24, shall be amended to read as follows:

2.24. Vehicles:

2.24.1. Except as provided for the specified Lots in Subsection 2.24.2, no more than one properly licensed motor vehicle, trailer, or other type of motorized or non-motorized vehicle, not in normal daily use, may be kept outside of a fully enclosed building on any Lot. However, if such a vehicle is brightly colored, large, conspicuous, attention-attracting or otherwise creates a distraction from the natural beauty of the setting in the judgment of the Board, the Board may limit or eliminate such parking privilege on any Lot or require that, where permitted, an approved outbuilding be constructed within a reasonable time wherein the vehicle will be required to be parked. Equipment of this type shall not be kept between the home and the roadway(s) fronting the Lot. No campers or recreational vehicles shall be maintained on a Lot as a residence for more than seven (7) consecutive days, it being understood the term "consecutive days" shall not permit successive periods of such use between short periods of non-use, and the

overall pattern of such a use shall be relevant in determining compliance with this restriction. No vehicles, trailers, or any vehicular equipment shall be parked along any public street. Recreational Vehicles (RV's), fifth wheels, camper trailers, horse trailers, boats, boat trailers and similar vehicles must be parked or stored in approved outbuildings, and storage or non-use of the same outside of an approved outbuilding is not permitted. Un-licensed, unused, stripped down, partially wrecked, immobile or inoperative vehicles must be parked inside approved outbuildings, and cannot be parked outside of such an outbuilding. Truck-tractors and/or semi trailers and/or commercial two axle vehicles that are twenty (20) feet in length or greater are not permitted to park anywhere within the Development except in a detached outbuilding approved by the Committee.

- 2.24.2.** On Lot 18, Block 6, and on Lot 19, Block 6, within the Development, in addition to the one vehicle permitted to be kept outdoors under Subsection 2.24.1., the Lot Owner may also keep one properly licensed horse trailer outside of an outbuilding for reasonably limited periods of time for loading and unloading horses, maintenance, or cleaning, but otherwise only the one properly-licensed vehicle will be permitted to be kept outside as stated in Subsection 2.24.1.

FOURTH: Article 4, Section 4.3. shall be amended to read as follows:

4.3. Building Setbacks:

- 4.3.1.** Except as provided in Subsection 4.3.2., the minimum building setbacks for all structures on a Lot (the "Setback") shall be as follows: (a) for all Lots except Lots fronting on a Cul-De-Sac, Fifty (50) feet from the front Lot line(s), including corner Lots, and Twenty Five (25) feet from all other Lot lines; and (b) for all Lots fronting on a Cul-De-Sac, Thirty (30) feet from the front Lot line(s), and Ten (10) feet from all other Lot lines. All Setback requirements must comply with applicable zoning and subdivision ordinances. The Association shall decide all setback determinations if there is any setback question.
- 4.3.2.** The Architectural Review Committee may reduce the Setback for any Lot to Thirty (30) Feet from the front Lot line(s) upon the application of the Lot Owner for reasons including the topography of the Lot or other valid considerations.

FIFTH: Article 4, Section 4.8. shall be amended to read as follows:

- 4.8. Outbuildings/Minimum Area:** One or more detached outbuildings, including but not limited to any detached guestroom, shop, additional garage, or other outbuilding may be allowed on a case by case basis on all Lots.

- 4.8.1.** Except as provided for the specified Lots in Subsections 4.8.1.1. and 4.8.6., these buildings shall have a minimum of Two Hundred (200) square feet and not exceed Twelve Hundred (1,200) square feet, shall be designed to match the main home, shall be of new construction and be constructed of substantially the same new materials as the main home, and must also be approved by the Committee prior to the start of construction.
- 4.8.1.1.** On Lot 18, Block 6, and on Lot 19, Block 6, within the Development, the following shall apply: (A) a barn or stable may be constructed consistent with the standards in Subsection 4.8.6.; and, (B) the maximum size of any other outbuilding is increased to Thirty-Six Hundred (3,600) square feet but must otherwise comply with all the stated outbuilding standards for color, materials, and the like in Subsection 4.8.1 through 4.8.5.
- 4.8.2.** "Post-frame buildings" (defined as buildings framed with square timbers, but *excluding* round pole framing) are permitted. Except as provided in Subsection 4.8.6. for a barn or stable on the specified Lots, no corrugated or panel metal exteriors shall be permitted (except approved steel roofs under Section 4.9 below).
- 4.8.3.** All outbuildings must be constructed on-site upon a permanent foundation and all materials must comply with Section 4.9 below.
- 4.8.4.** Maximum building height and location will be approved by the Committee on a per case basis to minimize visual impact on the Development. Building height normally will be limited to one story. The maximum side wall height is Fourteen (14) feet.
- 4.8.5.** All outbuildings must have a soffit or roof-overlap reasonably consistent with the design of the home.
- 4.8.6.** On Lot 18, Block 6, and on Lot 19, Block 6, within the Development, a barn or stable may be constructed with approved metal roof and metal siding panels. The minimum soffit or roof-overlap shall be 24 inches on all sides. The color of the barn or stable is not required to match the color of the main home, but colors must be approved by the Architectural Review Committee. The size of the barn or stable must also be approved by the Architectural Review Committee. Examples of preferred designs for the barn or stable include those examples attached, to include complementary color schemes for window and door trim, cupolas, and similar design features (the attached photographs are "Morton Buildings," but no particular brand of building is endorsed or required).

SIXTH: Article 4, Section 4.9. shall be amended to read as follows:

4.9. Materials: All buildings shall be of new materials, new construction, and set on a permanent foundation. No homes shall be moved onto any Lot from any other location. Homes constructed on-site of pre-fabricated walls and roof sections are allowed. Except as otherwise provided in this Section for specified Lots, all structures shall be newly constructed and visible materials shall consist of wood, stone, brick, or maintenance free materials with the prior approval of the Committee, or a combination of these materials. Barns or stables authorized on the Lots specified in Section 4.8.6. shall be newly constructed but visible materials may include metal roof panels and/or metal siding panels as part of a design approved by the Committee. To reduce the risk of fire, roofs of all structures shall be covered with composite, concrete or tile shingles. No roof of any structure may be covered with natural wood or with wood shake shingles. Appropriate steel roofs may be approved by the Committee.

SEVENTH: Article 4, Section 4.12. shall be amended to read as follows:

4.12. Fences:

4.12.1. The construction of any type of fence must have written approval of the Committee. Enclosures or other means of protection for plants, trees, gardens and other landscaping may be used subject to the right of the Committee to require modification or removal. Except as provided in Subsection 4.12.2., barbed wire and plain wire fences are not permitted except as may be required around the perimeter of the Development to prevent livestock trespass. As approved by the Committee, decorative fences that compliment and conform with intent and spirit of the architectural controls and requirements herein shall be allowed as long as they are kept in a state of good repair and free from debris and refuse. No fence shall interfere with the access of any easement for utilities or roadways. All Lot Owners will be responsible to maintain the section of exterior fence that borders their Lot.

4.12.2. On Lot 18, Block 6, and on Lot 19, Block 6, within the Development, if horses are kept on such Lots, the Lot Owner is responsible to fence the Lot boundaries or portion of the Lot within which the Lot Owner desires to keep horses, and the Lot Owner shall be solely responsible for the cost of installation, repair and maintenance of such fences. Other Lots are not required to "fence out" the horses kept on the Lots specified in this subsection. Perimeter fences and cross-fences shall be constructed only with the following permitted materials: barbless wire or plastic or vinyl fencing suitable for horses. Corral fencing shall be constructed only of the following permitted materials: metal pipe, metal panels, barbless wire or plastic or vinyl fencing suitable for horses. No wood plank fences or corrals are permitted.

EIGHTH: Article 4, Section 4.16. shall be amended to read as follows:

4.16. Driveways and Approaches:

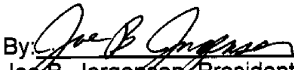
4.16.1. Except as provided in Subsection 4.16.2, a proper approach shall be installed at the commencement of any construction upon said Lot in order to protect the shoulders of the roads and the natural vegetation and to prevent tracking mud onto the roads of the Development. Owners shall direct all vehicular traffic, for construction purposes or otherwise, to enter and exit only upon said approach. All Owners shall surface approaches and driveways accessing any public street with asphalt or concrete of sufficient depth to provide a stable, clean driving surface in all weather. Secondary driveways within the Lot, and all shoulders, shall be surfaced with gravel not to exceed 1 inch minus and be well dressed and slopes kept to a minimum. Culverts shall be installed wherever necessary to prevent standing water and runoff water shall be managed in a way that will not permit erosion. All culverts shall be corrugated metal pipe with a minimum diameter of 12 inches, and shall have flared end sections.

4.16.2. On Lot 18, Block 6, and on Lot 19, Block 6, within the Development, all the requirements of Subsection 4.16.1, shall apply except that due to the probable length of driveways for such Lots, only a minimum of Fifty (50) feet of the driveway and approach accessing a public street from such Lots is required to be surfaced with asphalt or concrete as provided in Subsection 4.16.1.

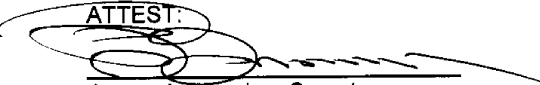
NINTH: Except as amended above, the Declaration shall remain unchanged and in full force and effect, except as may be hereafter amended pursuant to the Declaration, as amended. Notice of this amendment shall be provided to every Owner of a Lot in the Development under Article 8.3 of the Declaration.

Dated the 18 day of December, 2007.

Wagonbox Development Co.

By: 
Joe B. Jorgensen, President

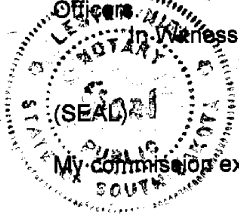
ATTEST:


James A. Benning, Secretary

State of South Dakota)
)ss.
 County of Lawrence)

On this 18 day of December, 2007, before me, the undersigned officer, personally appeared Joe B. Jorgensen and James A. Benning, who acknowledged themselves to be President and Secretary respectively of Wagonbox Development Co., a corporation, and that they, as such Officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the company by themselves as such

Officers. In Witness Whereof, I hereunto set my hand and official seal.



 Notary Public

Design Examples for Barn or Stable under Subsection 4.8.6.

