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**THIRD AMENDMENT TO
MASTER DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS AND RESERVATION OF EASEMENTS
FOR**

WAGON WHEEL CANYON COMMUNITY ASSOCIATION

THIS THIRD AMENDMENT TO MASTER DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS AND RESERVATION OF EASEMENTS for WAGON
WHEEL CANYON COMMUNITY ASSOCIATION ("Second Amendment") is made by the
Wagon Wheel Canyon Community Association ("Association").

P R E A M B L E

A. On June 15, 1995, Kaufman and Broad - South Coast, Inc., a California
corporation ("Declarant"), executed a Master Declaration of Covenants, Conditions and
Restrictions and Reservation of Easements for Wagon Wheel Canyon Community Association
which was recorded on June 20, 1995, as Instrument No. 95-0261041, of the Official Records of
Orange County, California ("Official Records") ("Declaration").

B. On September 14, 1995, Declarant executed a First Amendment to Master
Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Wagon
Wheel Canyon Community Association which was recorded on September 18, 1995, as
Instrument No. 95-0404639, of the Official Records ("First Amendment").

C. On October 26, 1995, Declarant executed a Second Amendment to Master
Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Wagon
Wheel Canyon Community Association which was recorded on October 27, 1995, as Instrument
No. 95-0478498, of the Official Records ("Second Amendment").

LEGAL DESCRIPTION OF ASSOCIATION PROPERTY

D. The Association is situated in the County of Orange, State of California, and is legally described on Exhibit "A," attached hereto and incorporated herein by this reference.

LIST OF PROPERTY OWNERS

E. A list of property owners of Association required by Government Code, Section 27288.1, is attached hereto as Exhibit "B" and incorporated herein by this reference.

F. The undersigned President and Secretary of the Association hereby certify that the following amendment has been approved by the members representing at least sixty-seven percent (67%) of the voting power of the Association, which approval was obtained by Written Ballot on November 30, 1998, pursuant to Corporations Code, Sections 7512, 7513, 7514, and which meet the requirements of Civil Code, Section 1355.

NOW, THEREFORE, the Association hereby amends Article X, Section 10.5, of the Declaration as follows:

Section 10.5 . Parking and Vehicular Restrictions.

(c) General Restrictions. Subject to the restriction on Prohibited Vehicles, vehicles owned, operated or within the control of any Owner, and vehicles owned, operated or within the control of any resident of such Owner's Dwelling Unit, shall be parked in the garage of such Owner Lot, or on the driveway of such Owner Is Lot to the extent of the space available thereon, provided that each Owner shall ensure that at least one (1) Authorized Vehicle of a size capable of being parked within the garage as originally constructed by Declarant is parked in the Owner's garage prior to parking any vehicles on the driveway or on any public street abutting the Dwelling Units or the Properties. It is the intention of this Section to establish the following order of precedence with respect to parking within the Properties:

(1) Each Owner shall ensure that at least one (1) Authorized Vehicle of a size capable of being parked within the garage as originally constructed by Declarant is parked in the Owner's garage prior to parking any vehicles on the driveway or on any public street abutting the Dwelling Units or the Properties;

(2) Any Authorized Vehicle not parked within a garage shall be parked on the driveway before it may be parked on the street.

The Board of Directors shall have the authority to establish uniform Rules and Regulations for the Properties to carry out the intent and purposes of this restriction.

No repair, maintenance or restoration of any vehicle may be conducted on the Properties except within an enclosed garage when the garage door is closed, provided such activity is not undertaken as a business, and provided that such activity may be prohibited entirely by the Board if the Board determines that it constitutes a nuisance.

Vehicle washing may only occur on private driveways and only by the bucket and sponge method to protect water drainage quality.

Ratification of Declaration. The Declaration, as amended by the First Amendment, the Second Amendment and this Third Amendment, is hereby ratified and confirmed by the parties and shall continue to be in full force and effect.

This Third Amendment has been executed by the undersigned on August 18, 1999.

WAGON WHEEL CANYON COMMUNITY ASSOCIATION, a California nonprofit mutual benefit corporation

By: _____

Gregory E. Johnson, President

By: Michelle Presley

Michelle Presley, Secretary