

Gary L. Granville, Clerk/Recorder
County of Orange, California
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When Recorded, Return To:

LAW OFFICES OF RICHARD A. TINNELLY
85 Argonaut, Suite 100
Aliso Viejo, California 92656
Attention: Jeffrey M. Hylton, Esq.

**FIRST AMENDMENT
TO
MASTER DECLARATION OF
COVENANTS, CONDITIONS, RESTRICTIONS
AND RESERVATION OF EASEMENTS
FOR MARINA HILLS PLANNED COMMUNITY
ORANGE COUNTY, CALIFORNIA**

THIS FIRST AMENDMENT TO MASTER DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND RESERVATION OF EASEMENTS ("First Amendment") is being made on the date set forth hereinbelow, with reference to the following facts:

A. Reference is hereby made to that certain Master Declaration of Covenants, Conditions, Restrictions and Reservation of Easements for Marina Hills Planned Community ("Declaration"), recorded September 3, 1987, as Instrument No. 87-502874, in the Office of the Orange County Recorder of Orange County, California, and affecting Tract No. 12675, as shown on a map recorded in Book 572, Pages 1, 2, and 3 of Miscellaneous Maps, Official Records of Orange County, California, and also affecting the certain real property situated in the City of Laguna Niguel, County of Orange, State of California, and more particularly described on Attachment "A".

B. The Declaration may be amended only by vote or written assent of the Delegates holding at least fifty-one percent (51%) of the total voting power of the Master Association.

NOW, THEREFORE, pursuant to Article XI, Section 11.2 of the Declaration, the Declaration is hereby amended as follows:

1. Section 1.21 shall read as follows:

"Delegate: "Delegate" shall mean a person selected by the Owners within any Planned Development or Condominium Project to represent all of the Owners within such Planned Development or Condominium Project excepting as to the election of the Board of Directors, and to otherwise vote on the Members' behalf, as further provided in this Master Declaration and in the Bylaws."

2. Section 1.22 shall read as follows:

"Delegate District: "Delegate District" shall mean a

geographical area in the Properties in which all of the Members owning Lots or Condominiums shall elect a single Delegate to represent their collective voting power in all issues except election and removal of Directors of the Master Association, all as provided herein."

3. The introductory paragraph of Section 4.4 shall read as follows:

"Delegate System: In order to provide a means by which Members may vote on matters concerning the Master Association, except the election of Directors as set forth in Article IIIA of the Bylaws, there is hereby established a Delegate system of voting whereby a Member is elected to be a Delegate and thereby empowered to cast votes on behalf of certain Members, all in accordance with the following:"

4. The second sentence of Section 4.4(a) shall read as follows:

"Each Delegate District shall elect one (1) Delegate to the Master Association to exercise the voting power of all of the Members in such Delegate District on all issues except election and removal of Directors."

5. Section 4.4(b) shall read as follows:

"Voting By Members. Except as otherwise set forth herein and in the Bylaws, the election of a Delegate and other actions to be taken by the Members shall be taken by the Members holding a majority of the voting power in such Delegate District in accordance with the voting procedures set forth below:"

In all other respects, the Declaration shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have caused this First Amendment to be executed this 24th day of June, 1997.

MARINA HILLS PLANNED COMMUNITY ASSOCIATION

By: 

THOMAS PARSEKIAN
Its President

By: 

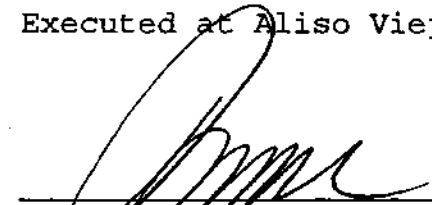
MARY ANN MALAMUT
Its Secretary

ATTACHMENT "A"
TO
FIRST AMENDMENT TO MASTER DECLARATION

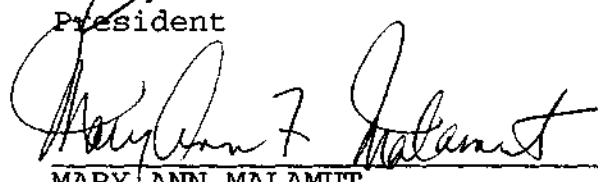
<u>TRACT NO.</u>	<u>LOTS</u>
12678	1-34
12679	1-58
12680	1-43
12681	1-80
12682	1-21
12683	1-28
12684	1-50
12974	1-24
12975	1-58
12976	1-37
12977	1-34
12978	1-31
12979	1-21
12980	0-43
12981	1-25
12982	1-36
12985	1-126
13100	1-18
13100	A-N
13250	1-19
13251	52-62
13252	1-39
13253	89-118
13254	1-27
13255	1-35
13255	38-44
13256	1-32
13257	1-29
13258	1-16
13258	25-31
13259	1-37
13260	1-29
13261	1-39
13529	1-14
13912	1-93
13940	1-123

The undersigned hereby certify under penalty of perjury that they are respectively the President and Secretary of Marina Hills Planned Community Association, and that the foregoing First Amendment was duly adopted by the owners of the real property described herein, in full conformance to Article XI, Section 11.2 thereof, and with Section 1355 (c) of the California Civil Code.

Executed at Aliso Viejo, California, this 24th day of June, 1997.



THOMAS PARSEKIAN
President



MARY ANN MALAMUT
Secretary

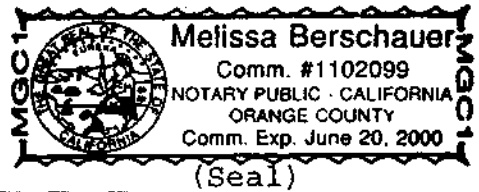
STATE OF CALIFORNIA)
COUNTY OF ORANGE)

On June 25, 1997, before me, Melissa Berschauer,
personally appeared Mary Ann Malamet

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Melissa Berschauer

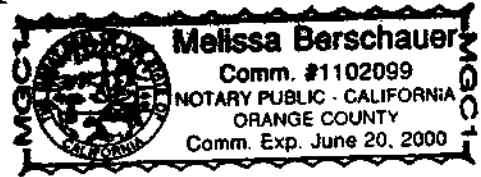


STATE OF CALIFORNIA)
COUNTY OF ORANGE)

On JUNE 24, 1997, before me, Melissa Berschauer,
personally appeared Thomas Parschian, President

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Melissa Berschauer

(Seal)