

AMENDMENT NO. 2

TO THE

**SUPPLEMENTAL DECLARATION OF
COVENANTS, CONDITIONS, RESTRICTIONS, ASSESSMENTS,
CHARGES, SERVITUDES, LIENS, RESERVATIONS AND EASEMENTS
FOR TIMBERTON VILLAGE**



447257

Page: 1 of 19
08/29/2001 02:
CERT 17.00

Jefferson County, WA PORT LUDLOW ASSOCIAT

AFTER RECORDING, RETURN TO:

Gregory M. McCarry
Port Ludlow Associates LLC
70 Breaker Lane
Port Ludlow, WA 98365

CERTIFICATE OF AMENDMENT NO. 2

TO

**SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS, ASSESSMENTS, CHARGES, SERVITUDES, LIENS,
RESERVATIONS AND EASEMENTS FOR TIMBERTON VILLAGE**

Grantor: TIMBERTON VILLAGE HOMEOWNERS ASSOCIATION, a Washington
nonprofit corporation

Grantee: TIMBERTON VILLAGE HOMEOWNERS ASSOCIATION, a Washington
nonprofit corporation

Abbreviated Legal Description:

Portion of south half of Section 17, Township 28 North, Range 1 East, W.M.,
Jefferson County, Washington.

Full legal description is on Exhibits A and B of document (pages 4 - 10).

Assessor's Property Tax Parcel Account Numbers:

821173002

Reference Numbers of Documents Assigned or Released:

A.F. Nos. 383712, 410782

No documents are assigned or released herein.

CERTIFICATE OF AMENDMENT NO. 2
TO

SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS,
ASSESSMENTS, CHARGES, SERVITUDES, LIENS, RESERVATIONS AND
EASEMENTS FOR TIMBERTON VILLAGE

This Amendment No. 2 to Supplemental Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Timberton Village (this "Amendment") is made this 20th day of August, 2001, by TIMBERTON VILLAGE HOMEOWNERS ASSOCIATION, a Washington nonprofit corporation ("Association"), to amend and modify that certain Supplemental Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Timberton Village made as of July 7, 1995, and recorded in the real property records of Jefferson County, Washington, under Auditor's File No. 383712, as amended by that certain Amendment No. 1 made as of April 29, 1998, and recorded in the real property records of Jefferson County, Washington, under Auditor's File No. 410782 (collectively, the "Declaration"). The Declaration currently relates to the real property described on Exhibit A attached hereto (the "Property"). Capitalized terms not otherwise defined herein shall have the meanings given them under the Declaration.

RECITALS

Under the Declaration, Timberton Village includes Phase I and II. Port Ludlow Associates LLC, successor to Pope Resources, the Declarant under the Declaration, desires to plat certain real property in the vicinity of the Property and commonly known as Creekside Village Division II ("Creekside"). That portion of Creekside described on Exhibit B attached hereto ("Phase III"), which includes up to nineteen (19) single-family residential building lots, has been designed to drain storm water to the storm water detention pond (the "Pond") within Limited Common Area and Open Space Tract B within the Property. The Association currently is responsible for the maintenance of the Pond. The Association desires to amend the Declaration to include Phase III within the Property so that owners of lots within Phase III may be required to pay assessments to the Association, which assessments may be used in part for the maintenance of the Pond.

NOW, THEREFORE, the Association hereby declares, covenants, and agrees that the Declaration is amended as follows:

AMENDMENT

1. **Description of Timberton Village.** The legal description of Timberton Village, Exhibit A to the Declaration, is amended to comprise the Property (including Phases I and II) and Phase III as described on Exhibits A and B attached hereto. Timberton Village shall include the real property, dwelling units, buildings, and other improvements within Timberton Village Phases I, II, and III. There shall be no more than nineteen (19) principal Dwelling Units in Timberton Village Phase III. Timberton Village Phases I, II, and III are subject to all provisions of the Governing Documents, including without limitation the

privileges of membership and voting and the obligations to pay annual assessments and special assessments as provided therein.

2. **Member Approval.** The undersigned hereby certifies that at an election duly called and held pursuant to the provisions of the Articles and Bylaws, the Members casting the required percentages of the total voting power of the Association voted affirmatively for the adoption of this Amendment.

3. **General.** Except as expressly amended by this Amendment, the Declaration is hereby affirmed and ratified by the undersigned and shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has hereunto caused its authorized official to execute this Amendment as of the day and year first above written.

TIMBERTON VILLAGE HOMEOWNERS ASSOCIATION, a Washington nonprofit corporation
By: Greg McCarry
Greg McCarry
President

STATE OF WASHINGTON)
COUNTY OF JEFFERSON) ss.

On this 20th day of August, 2001, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Greg McCarry, to me known to be the president of TIMBERTON VILLAGE HOMEOWNERS ASSOCIATION, a Washington nonprofit corporation, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument.

WITNESS MY HAND AND OFFICIAL SEAL hereto affixed the day and year first above written.



M H Corbett
NOTARY PUBLIC in and for the State of Washington, residing at KINGSTON
My commission expires 2-27-04
Print Name: Marcy H. Corbett

EXHIBIT A

Legal Description of the Property
(Timberton Village Phase III)

That portion of the southwest quarter of Section 17, Township 28 North, Range 1 East, W.M., in Jefferson County, Washington, more particularly described as follows:

COMMENCING at the south quarter corner of said Section 17;

THENCE along the south line of said southwest quarter of Section 17, N 88°12'07" W, 637.48 feet to the TRUE POINT OF BEGINNING;

THENCE continuing along said south line, N 88°12'07" W, 812.73 feet to a line parallel with the east line of said southwest quarter;

THENCE along said parallel line, N 00°49'24" E, 771.12 feet;

THENCE N 77°03'46" E, 139.89 feet to a line which lies 60.00 feet southerly from AND parallel with the southerly margin of Tract A of "Timberton Village Phase I", filed in Volume 7 of Plats, pages 16 through 23, Records of Jefferson County, Washington, and a point of curvature;

THENCE along said parallel line AND along the southerly margin of Timberton Drive, the following courses:

Northeasterly 34.69 feet along the arc of a tangent curve to the left, having a radius of 410.00 feet, through a central angle of 04°50'50" to a point of reverse curvature;

Easterly 197.04 feet along the arc of a tangent curve to the right, having a radius of 350.00 feet, through a central angle of 32°15'20" to a point of tangency;

S 75°31'55" E, 70.64 feet to a point of curvature;

Southeasterly 305.34 feet along the arc of a tangent curve to the right, having a radius of 350.00 feet, through a central angle of 49°59'05" to a point of tangency;

S 25°32'50" E, 299.29 feet to a point of curvature;

Easterly 474.85 feet along the arc of a tangent curve to the left, having a radius of 280.00 feet, through a central angle of 97°10'00";

THENCE leaving said southerly margin, S 57°17'10" W, 466.67 feet to said south line of the southwest quarter of Section 17 AND the TRUE POINT OF BEGINNING.

EXHIBIT B

DESCRIPTION OF PHASE III

That portion of the southwest quarter of Section 17, Township 28 North, Range 1 East, W.M., in Jefferson County, Washington, more particularly described as follows:

COMMENCING at the south quarter corner of said Section 17;

THENCE along the south line of said southwest quarter of Section 17, N 88°12'07" W, 637.48 feet to the TRUE POINT OF BEGINNING;

THENCE continuing along said south line, N 88°12'07" W, 812.73 feet to a line parallel with the east line of said southwest quarter;

THENCE along said parallel line, N 00°49'24" E, 771.12 feet;

THENCE N 77°03'46" E, 139.89 feet to a line which lies 60.00 feet southerly from AND parallel with the southerly margin of Tract A of "Timberton Village Phase I", filed in Volume 7 of Plats, pages 16 through 23, Records of Jefferson County, Washington, and a point of curvature;

THENCE along said parallel line AND along the southerly margin of Timberton Drive, the following courses:

Northeasterly 34.69 feet along the arc of a tangent curve to the left, having a radius of 410.00 feet, through a central angle of 04°50'50" to a point of reverse curvature;

Easterly 197.04 feet along the arc of a tangent curve to the right, having a radius of 350.00 feet, through a central angle of 32°15'20" to a point of tangency;

S 75°31'55" E, 70.64 feet to a point of curvature;

Southeasterly 305.34 feet along the arc of a tangent curve to the right, having a radius of 350.00 feet, through a central angle of 49°59'05" to a point of tangency;

S 25°32'50" E, 299.29 feet to a point of curvature;

Easterly 474.85 feet along the arc of a tangent curve to the left, having a radius of 280.00 feet, through a central angle of 97°10'00";



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08/20/2001 03:46P
Jefferson County, WA PORT LUDLOW ASSOCIAT CERT 17.00

THENCE leaving said southerly margin, S 57°17'10" W, 466.67 feet to said south line of the southwest quarter of Section 17 AND the TRUE POINT OF BEGINNING.

**DECLARATION OF ANNEXATION
(Timberton Village Phase III into South Bay)**

THIS DECLARATION OF ANNEXATION (hereinafter "Declaration") is made this 20th day of August, 2001, by PORT LUDLOW ASSOCIATES LLC, a Washington limited liability company (hereinafter "Declarant").

WITNESSETH:

WHEREAS, Declarant and its predecessors, Pope Resources, a Delaware limited partnership, and Olympic Property Group LLC, a Washington limited liability company, are the developers of certain real property located within the unincorporated area of Port Ludlow, Jefferson County, Washington, commonly known as South Bay, which is a master planned community. The areas within South Bay are extensive and, accordingly, Declarant declares from time-to-time which properties shall be deemed to be included within South Bay by annexation; and

WHEREAS, the purpose of this Declaration is to annex the Plat of Timberton Village Phase III, which is legally described in Exhibit A (the "Property"), into South Bay and to subject the Property to the South Bay Master Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements recorded under Jefferson County Auditor's File No. 324010, as it is heretofore and hereafter amended (as amended, the "Declaration").

NOW, THEREFORE, Declarant hereby declares as follows:

The Property is hereby declared to be annexed into South Bay and made subject to all terms and conditions of the Declaration.

IN WITNESS WHEREOF, Declarant has caused its authorized officials to execute this Declaration as of the day and year first above written.

DECLARANT: PORT LUDLOW ASSOCIATES LLC, a Washington limited liability company
By WEST COAST NORTHWEST PACIFIC PARTNERS LLC, a Washington limited liability company, its manager

By [Signature]
Its Authorized Agent

TIMBERTON VILLAGE PHASE III

A PORTION OF THE SW 1/4 OF SECTION 17, TOWNSHIP 28 NORTH, RANGE 1 EAST, W.M.
JEFFERSON COUNTY, WASHINGTON

DEDICATION

KNOW ALL PERSONS BY THESE PRESENTS THAT PORT LUDLOW ASSOCIATES LLC, A WASHINGTON LIMITED LIABILITY COMPANY, THE UNDERSIGNED OWNER OF INTEREST IN THE LAND HEREBY SUBDIVIDED, OF ITS OWN FREE WILL AND CONSENT, HEREBY DEDICATES THIS PLAT TO BE THE GRAPHIC REPRESENTATION OF THE SUBDIVISION MADE HEREBY, AND DOES HEREBY DEDICATE TO JEFFERSON COUNTY FOREVER IN FEE SIMPLE ALL STREETS, AVENUES, AND ROADS HEREON, INCLUDING WITHOUT LIMITATION ALL PAVEMENT, CURBS, CUTTERS, SIDEWALKS, DRAINAGE FACILITIES, LANDSCAPED AREAS, AND OTHER IMPROVEMENTS LOCATED THEREIN, EXCEPTING THOSE AREAS AND IMPROVEMENTS LYING WITHIN TRACTS C AND H AS SHOWN HEREON, AND DEDICATES THE USE THEREOF FOR ALL PUBLIC PURPOSES, AND ALSO THE RIGHT TO MAKE ALL NECESSARY SLOPES FOR CUTS AND FILLS UPON THE LOTS SHOWN THEREON IN THE ORIGINAL REASONABLE GRADING OF SAID STREETS AND AVENUES.

JEFFERSON COUNTY, ON BEHALF OF THE PUBLIC, BY ITS APPROVAL OF THIS PLAT DOES HEREBY ACCEPT OWNERSHIP OF ALL SUCH AREAS AND IMPROVEMENTS, ALL FACILITIES AND IMPROVEMENTS, INCLUDING WITHOUT LIMITATION ALL DRAINAGE FACILITIES, LOCATED WITHIN DEDICATED RIGHTS-OF-WAY WITHIN THIS PLAT SHALL BE MAINTAINED BY JEFFERSON COUNTY.

THE UNDERSIGNED OWNER WAIVES FOR ITSELF, ITS SUCCESSORS AND ASSIGNS, ANY AND ALL CLAIMS FOR DAMAGES AGAINST JEFFERSON COUNTY THAT MAY BE OCCASIONED BY THE ESTABLISHMENT OR ORIGINAL CONSTRUCTION OF STREETS, AVENUES, AND ROADS HEREON.

DECLARATION AND MASTER DECLARATION

THIS PLAT IS SUBJECT TO THE TERMS AND CONDITIONS OF THE DECLARATION OF RESTRICTIVE COVENANT RECORDED UNDER JEFFERSON COUNTY AUDITOR'S FILE NO. 447255 (AS AMENDED, THE "ROOF MATERIAL COVENANT"); THE DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, ASSESSMENTS, CHARGES, SERVITUDES, LIENS, RESERVATIONS AND EASEMENTS RECORDED UNDER JEFFERSON COUNTY AUDITOR'S FILE NO. 383712, AS AMENDED BY AMENDMENT NO. 1 RECORDED UNDER JEFFERSON COUNTY AUDITOR'S FILE NO. 410782 AND AMENDMENT NO. 2 RECORDED UNDER JEFFERSON COUNTY AUDITOR'S FILE NO. 447257 (AS AMENDED, THE "DECLARATION"), AND THE SOUTH BAY MASTER DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, ASSESSMENTS, CHARGES, SERVITUDES, LIENS, RESERVATIONS AND EASEMENTS RECORDED UNDER JEFFERSON COUNTY AUDITOR'S FILE NO. 324010 (AS AMENDED, THE "MASTER DECLARATION") PURSUANT TO A DECLARATION OF ANNEXATION RECORDED UNDER JEFFERSON COUNTY AUDITOR'S FILE NO. 447258.

EXECUTION

IN WITNESS WHEREOF, PORT LUDLOW ASSOCIATES LLC AND TIMBERTON VILLAGE HOMEOWNERS ASSOCIATION HAVE THIS 20th DAY OF August, 2001, EXECUTED THIS PLAT

PORT LUDLOW ASSOCIATES LLC, A WASHINGTON LIMITED LIABILITY COMPANY
BY WEST COAST NORTHWEST PACIFIC PARTNERS LLC, A WASHINGTON LIMITED LIABILITY COMPANY, ITS MANAGER
BY: Angela M. DeLuca TITLE: Authorized Agent DATE: 8/20/01
TIMBERTON VILLAGE HOMEOWNERS ASSOCIATION
BY: Angela M. DeLuca TITLE: President DATE: 8/20/01

ACKNOWLEDGMENTS

ON THIS 20th DAY OF AUGUST, 2001, BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF WASHINGTON, PERSONALLY APPEARED Gregory M. McCaskey, PERSONALLY KNOWN TO ME (OR PROVED TO ME ON THE BASIS OF SATISFACTORY EVIDENCE) TO BE THE PERSON WHO EXECUTED THIS INSTRUMENT, ON OATH STATED THAT HE WAS AUTHORIZED TO EXECUTE THE INSTRUMENT, AND ACKNOWLEDGED IT AS THE Authorized Agent OF WEST COAST NORTHWEST PACIFIC PARTNERS LLC, A WASHINGTON LIMITED LIABILITY COMPANY, THE MANAGER OF PORT LUDLOW ASSOCIATES LLC, A WASHINGTON LIMITED LIABILITY COMPANY, TO BE THE FREE AND VOLUNTARY ACT AND DEED OF SAID LIMITED LIABILITY COMPANY FOR THE USES AND PURPOSES MENTIONED IN THE INSTRUMENT.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL THE DAY AND YEAR FIRST ABOVE WRITTEN.
Mary H. Corbett
NOTARY PUBLIC IN AND FOR THE STATE OF WASHINGTON, RESIDING AT 6106 5th
MY APPOINTMENT EXPIRES 2-27-02
PRINT NAME Mary H. Corbett

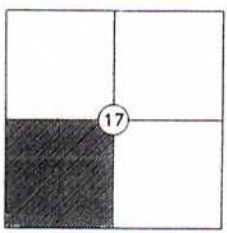


ON THIS 20th DAY OF AUGUST, 2001, BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF WASHINGTON, PERSONALLY APPEARED Gregory M. McCaskey, PERSONALLY KNOWN TO ME (OR PROVED TO ME ON THE BASIS OF SATISFACTORY EVIDENCE) TO BE THE PERSON WHO EXECUTED THIS INSTRUMENT, ON OATH STATED THAT HE WAS AUTHORIZED TO EXECUTE THE INSTRUMENT, AND ACKNOWLEDGED IT AS THE President OF THE TIMBERTON VILLAGE HOMEOWNERS ASSOCIATION, TO BE THE FREE AND VOLUNTARY ACT AND DEED OF SAID ASSOCIATION FOR THE USES AND PURPOSES MENTIONED IN THE INSTRUMENT.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL THE DAY AND YEAR FIRST ABOVE WRITTEN.
Mary H. Corbett
NOTARY PUBLIC IN AND FOR THE STATE OF WASHINGTON, RESIDING AT 6106 5th
MY APPOINTMENT EXPIRES 2-27-02
PRINT NAME Mary H. Corbett



TWP. 28N., RGE. 1E., W.M.



APPROVALS

HEALTH DEPARTMENT
APPROVED BY THE JEFFERSON COUNTY HEALTH DEPARTMENT
Quinn S. Pugh DATE 8-21-01
JEFFERSON COUNTY HEALTH DEPARTMENT
DEPARTMENT OF COMMUNITY DEVELOPMENT
APPROVED BY THE JEFFERSON COUNTY DEPARTMENT OF COMMUNITY DEVELOPMENT
A. Ray DATE 23 AUGUST 2001
JEFFERSON COUNTY DEPARTMENT OF COMMUNITY DEVELOPMENT ORDINANCE ADMINISTRATOR
PUBLIC WORKS DEPARTMENT
EXAMINED AND APPROVED THIS 21st DAY OF AUGUST, 2001.
Paul D. Post
JEFFERSON COUNTY DIRECTOR OF PUBLIC WORKS
COUNTY COMMISSIONERS
THIS PLAT IS HEREBY EXAMINED AND APPROVED THIS 27th DAY OF August, 2001.
Jorma Delaney CHAIRMAN, BOARD OF COUNTY COMMISSIONERS
De Ann Liff CLERK OF THE BOARD

TREASURER'S CERTIFICATE

I, Patricia Lagorky DePity TREASURER OF JEFFERSON COUNTY, WASHINGTON, HEREBY CERTIFY THAT ALL TAXES DUE AND DEPOSITS REQUIRED TO COVER ANTICIPATED TAXES ON THE PROPERTY EMBRACED IN THIS PLAT HAVE BEEN PAID, UP TO AND INCLUDING THE YEAR 2001.

Patricia Lagorky DePity
TREASURER OF JEFFERSON COUNTY
THIS LONG PLAT IS IN COMPLIANCE WITH ALL THE SUBDIVISION REQUIREMENTS OF THE JEFFERSON COUNTY SUBDIVISION ORDINANCE AND ALL CONDITIONS FOR FINAL APPROVAL.

SURVEY INSTRUMENTATION

SURVEYING PERFORMED IN CONJUNCTION WITH THIS PLAT UTILIZED THE FOLLOWING EQUIPMENT AND PROCEDURES:
10' TOTAL STATION MAINTAINED TO MANUFACTURER'S SPECIFICATIONS AS REQUIRED BY WAC-332-130-100.
PROCEDURE USED: FIELD TRAVERSE

RECORDING CERTIFICATE

FILED FOR RECORD AT THE REQUEST OF PORT LUDLOW ASSOCIATES LLC 29th
THIS DAY OF August, 2001, A.D., AT 44 MINUTES PAST 3 M.
AND RECORDED IN VOLUME 7 OF PLATS, PAGES 147, RECORDS
OF JEFFERSON COUNTY AUDITOR. 149
DONNA M. ELDRIDGE Patricia Lagorky DePity
AUDITOR OF JEFFERSON COUNTY DEPUTY AUDITOR OF JEFFERSON COUNTY

RECORDING NO. 447260

LAND SURVEYOR'S CERTIFICATE

I HEREBY CERTIFY THAT THIS PLAT OF "TIMBERTON VILLAGE PHASE III" IS BASED UPON AN ACTUAL SURVEY AND SUBDIVISION OF SECTION 17, TOWNSHIP 28 NORTH, RANGE 1 EAST, W.M., THAT ALL COURSES AND DISTANCES ARE SHOWN CORRECTLY THEREON, THAT THE MONUMENTS WILL BE SET AND THE LOT AND BLOCK CORNERS WILL BE STAKED CORRECTLY ON THE GROUND AS CONSTRUCTION IS COMPLETED AND THAT I HAVE FULLY COMPLIED WITH THE PROVISIONS OF THE PLATTING REGULATIONS.

Michael R. Bowen DATE 8/20/01
MICHAEL R. BOWEN, PROFESSIONAL LAND SURVEYOR
CERTIFICATE NO. 29294



ESM CONSULTING ENGINEERS LLC
720 South 348th Street
Federal Way, Washington 98003
(253) 838-6113
Civil Engineering
Land Surveying
Project Management
Public Works
Land Planning
DATE: 08-20-01 JOB NO. 528-01-990-005
DRAWN BY: DJH SHEET 1 OF 6

