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Sheree L. Green
Register of Deeds
Lawrence Co. - Fee \$28.00

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**NOTICE OF THIRD AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND
RESERVATIONS FOR HOMESTAKE CABIN LOT SALES IN SPEARFISH CANYON**

NOTICE IS HEREBY GIVEN that the Third Amendment to the Declaration of Covenants, Conditions, Restrictions and Reservations for Homestake Cabin Lot Sales in Spearfish Canyon has been approved by more than 2/3 of the owners of such cabin lots, present and voting or voting by mail, to the adoption of the following Amendments:

1. Amend Article III, Section 1 (b) of the Covenants in its entirety as follows:

(b) Rental Use. No Lot or Dwelling Unit shall be rented to non-family members for more than 14 days during any calendar year. Owners are obligated to insure compliance by Renters with this Declaration and all Spearfish Canyon rules.

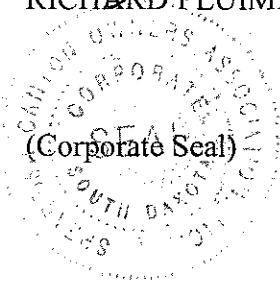
2. Amend Article III, Section 1 (l) of the Covenants as follows:

(l) Restrictions on Further Subdivision, Property Restrictions, and Rezoning. No Lot shall be further subdivided or separated into smaller Lots by any Owner, and no portion less than all of any such Lot, nor any easement or other interest therein, shall be conveyed or transferred by any Owner. This provision shall not, in any way, limit Declarant from subdividing or separating into Lots any property at any time owned by Declarant and which has not previously been platted or subdivided into Lots. No further covenants, conditions, restrictions, or easements shall be recorded by the Owner, Lessee, or other person against any Lot without the provisions thereof having been first approved in writing by the Board and any covenants, conditions, restrictions, or easements recorded without such approval being evidenced thereon shall be null and void. No application for rezoning of any Lot and no applications for variances or use permits, shall be filed with any governmental authority.

The real property that is affected by this Amendment is described in Exhibit "A" attached hereto and incorporated herein by reference.

Dated this 6th day of April, 2010.

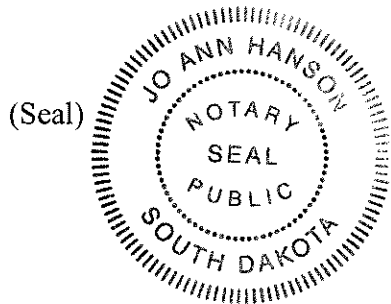
RICHARD PLUIMER, Secretary

JAMES NELSON, President

STATE OF SOUTH DAKOTA)
) SS.
COUNTY OF LAWRENCE)

On this, the 6th day of April, 2010, before me, the undersigned Notary Public, personally appeared JAMES NELSON and RICHARD PLUIMER who acknowledged themselves to be the President and Secretary of the Spearfish Canyon Owners Association and as such President and Secretary being authorized so to do, executed the foregoing document on behalf of the organization as such President and Secretary.

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



NOTARY PUBLIC
My Commission Expires: 5-20-2013

EXHIBIT "A"

Legal Descriptions

Spearfish Canyon Lots 1 - 5, being a portion of the Wyoming Placer, M.S. 991, all located in the NW¼ of Section 5 and the NE¼ of Section 6, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1770.

Spearfish Canyon Lots 6 and 7, being a portion of the Wyoming Placer, M.S. 991, all located in the NW¼ of Section 5, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1751.

Spearfish Canyon Lot 8, being a portion of the Wyoming Placer, M.S. 991, located in the SW¼ of Section 5, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1752.

Spearfish Canyon Lot 9, being a portion of the Wyoming Placer, M.S. 991, located in the SE¼ of Section 5, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1753.

Spearfish Canyon Lot 10, being a portion of the Wyoming Placer, M.S. 991, located in the SE¼ of Section 5, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1754.

Spearfish Canyon Lot 11, being a portion of the Wyoming Placer, M.S. 991, located in the NE¼ of Section 8, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1755.

Spearfish Canyon Lot 12, being a portion of the Wyoming Placer, M.S. 991, located in the NW¼ of Section 9, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1756.

Spearfish Canyon Lot 13, being a portion of the Wyoming Placer, M.S. 991, located in the NW¼ of Section 9, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1757.

Spearfish Canyon Lots 14 and 15, being a portion of the Wyoming Placer, M.S. 991, all located in the NW¼ of Section 9, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1760.

Spearfish Canyon Lots 16, 18, 19 and 20, being portions of the Western Placer, M.S. 1590, all located in the SW¼ of Section 9, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2865.

(Replat of Spearfish Canyon Lot 17 -- see H/FS Lots 12, 13 and Sp. Canyon Lot 17)

Spearfish Canyon Lots 21, 22, 23 and 24, being portions of the Western Placer, M.S. 1590, all located in the SW¼ of Section 9, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2866.

Spearfish Canyon Lots 25, 26, 27, 28 and 30, being portions of the Western Placer, M.S. 1590, all located in the S½ of Section 9, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3426.

Spearfish Canyon Lots 29, 31, 32, 33, 34 and 35, being portions of the Western Placer, M.S. 1590, all located in the S½ of Section 9 and the N½ of Section 16, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3427.

Spearfish Canyon Lots 36, 37, 127 and 129, being portions of the Montana Placer and Cascade Placer, M.S. 991 and the Little Spearfish Placer, M.S. 953, all located in the W½ of Section 31, T5N, R2E, and the E½ of Section 36, T5N, R1E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-5436.

Spearfish Canyon Lot 38, being a portion of the Western Placer, M.S. 1590, located in the SE¼ of Section 9 and the NE¼ of Section 16, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1758.

Spearfish Canyon Lots 39, 40 and 41, being a portion of the Western Placer, M.S. 1590, located in the NE¼ of Section 16, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1759.

Spearfish Canyon Lot 42, being a portion of the Western Placer, M.S. 1590, located in the NE¼ of Section 16, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2791.

Spearfish Canyon Lot 43, being a portion of the Western Placer, M.S. 1590, located in the NE¼ of Section 16, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1761.

Spearfish Canyon Lot 44, being a portion of the Western Placer, M.S. 1590, located in the NE¼ of Section 16, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1762.

Spearfish Canyon Lot 45, being a portion of the Western Placer, M.S. 1590, located in the NE¼ of Section 16, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1763.

Spearfish Canyon Lot 46, being a portion of the Western Placer, M.S. 1590, located in the NW¼ of Section 15, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1764.

Spearfish Canyon Lot 47, being a portion of the Western Placer, M.S. 1590, located in the SW¼ of Section 15, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1765.

Spearfish Canyon Lot 48, being a portion of the Western Placer, M.S. 1590, located in the SW¼ of Section 15, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1766.

Spearfish Canyon Lot 49, being a portion of the Western Placer, M.S. 1590, located in the SW¼ of Section 15, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1767.

Spearfish Canyon Lots 50 and 51, being a portion of the Western Placer, M.S. 1590, all located in the SW¼ of Section 15, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1768.

Spearfish Canyon Lot 52, being a portion of the Western Placer, M.S. 1590, located in the SW¼ of Section 15, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-1769.

Spearfish Canyon Lots 53, 54, 55 and 119, being portions of the Meadow No. 1, M.S. 1564, all located in the SW¼ of Section 15 and the NW¼ of Section 22, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-5435.

Spearfish Canyon Lot 56r, being a replat of Spearfish Canyon 56, being a portion of the Meadow No. 1 Lode of M.S. 1564, located in the NW¼ of Section 22, T4N, R2E, B.H.M., Lawrence County South Dakota, according to the Plat recorded as Document No. 98-5116.

Spearfish Canyon Lots 57r, 58r and 59r, being a replat of Spearfish Canyon Lots 57, 58 and 59, being a portion of Meadow No. 1, Meadow No. 2 and Meadow No. 3 Lodes, M.S. 1564, located in the NW¼ of Section 22, T4N, R2E, B.H.M., Lawrence County South Dakota, according to the Plat recorded as Document No. 99-2181.

Spearfish Canyon Lot 60, being a portion of Old Setler No. 4, M.S. 1510, located in the N½ of Section 6, T3N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-4967.

Spearfish Canyon Lot 61, being a portion of the Pearl Edwards, M.S. 1511 and Lot 12 of the NE¼ of Section 31, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 92-4180.

Spearfish Canyon Lots 62, 74 and 76, being a portion of the Meadow No. 2 and No. 3, M.S. 1564, all located in the NW¼ of Section 22, T4N, R3E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2031.

Spearfish Canyon Lots 63 and 75, being portions of the Worlds Fair No. 4, M.S. 1594 and Meadow No. 3, M.S. 1564, all located in Sections 21 and 22, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3429.

Spearfish Canyon Lots 64 and 65, being portions of the Worlds Fair No. 3 and No. 4, M.S. 1594, all located in Section 21, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3430.

Spearfish Canyon Lot 66, being a portion of the Worlds Fair No. 3, M.S. 1594, all located in the NE¼ of Section 21, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3431.

Spearfish Canyon Lots 67, 68 and 69, being portions of the Worlds Fair No. 1 and No. 2, M.S. 1594, all located in Section 21, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3428.

Spearfish Canyon Lots 70 and 71, being portions of the Worlds Fair No. 1, M.S. 1594, all located in the W½ of Section 21, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-5434.

Spearfish Canyon Lot 72, being a portion of the Brody No. 1 and No. 2, M.S. 1594, all located in the SE¼ of Section 20, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3432.

Spearfish Canyon Lots 73 and 115, being portions of the Constitutor No. 1, M.S. 1568, all located in the NE¼ of Section 29, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-4176.

Spearfish Canyon Lot C-5A and Lot 77A formerly of Spearfish Canyon Lot C-5 and Lot 77, being portions of the Meadow No. 2 and Meadow No. 3, M.S. 1564, located in the NW¼NW¼ of Section 22, T4N, R2E, B.H.M., according to the Plat recorded as Document No. 2003-0060.

Spearfish Canyon Lots 78 and 79, being a portion of Meadow No. 2, M.S. 1564, all located in the NW¼ of Section 22, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2036.

Spearfish Canyon Lots 80, 82 and 84, located in Meadow No. 2, M.S. 1564, and the Boer Lode, M.S. 1603, all located in the NW¼ of Section 22, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2034.

Spearfish Canyon Lot 81, located in Meadow No. 2, M.S. 1564, and the Boer Lode, M.S. 1603, all located in the NW¼ of Section 22, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2035.

Spearfish Canyon Lots 83, 85, 87, 89 and 91, being a portion of the Boer Lode, M.S. 1603, all located in the NW¼ of Section 22, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2033.

Spearfish Canyon Lots 86, 88, 90, 92, 93 and 94, being a portion of the Boer Lode and the Pole No. 5, M.S. 1603, all located in the NW¼ and SW¼ of Section 22, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2038.

Spearfish Canyon Lots 95, 96 and 97, being a portion of the Boer Lode and the Pole No. 5, M.S. 1603, all located in the SW¼ of Section 22, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2037.

Spearfish Canyon Lots 98, 99, 100 and 101, being a portion of the Pole No. 5 Lode, M.S. 1603, all located in the SW¼ of Section 22 and the NW¼ of Section 27, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2032.

Spearfish Canyon Lots 102, 103, 104, 105 and 108, being portions of the Pole No. 1 and No. 5 Lodes, M.S. 1603, all located in the NW¼ of Section 27, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2864.

Spearfish Canyon Lots 106 and 107, being portions of the Pole No. 1 and Gertie No. 1 Lodes, M.S. 1603, all located in the NW¼ of Section 27, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-5433.

Spearfish Canyon Lots 109, 110 and 111, being portions of the Gertie No. 2 Lode, M.S. 1603, all located in the S½ of Section 27, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-2862.

Spearfish Canyon Lots 112, 113 and 114, being portions of the Pole No. 5 Lode, M.S. 1603, all located in Sections 22 and 27, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3433.

Spearfish Canyon Lots 116 and 117, being portions of the Hannah Fraction, M.S. 1366, all located in the S½ of Section 35, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-5008.

Spearfish Canyon Lot 118, being a portion of the Hannah Fraction, M.S. 1366, and Lot 6 of the S½ of Section 35, T4N, R3E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 92-3516.

Spearfish Canyon Lots 120, 121, 122 and 124, being portions of the Cascade Placer, M.S. 991, all located in the SW¼ of Section 30, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-4446.

Spearfish Canyon Lot 123, being a portion of the Cascade Placer, M.S. 991, located in the SW¼ of Section 30, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3523.

Spearfish Canyon Lot 125, being a portion of the Cascade Placer, M.S. 991, located in the NE¼ of Section 30, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-4177.

Spearfish Canyon Lot 126, being a portion of the Cascade Placer, M.S. 991, located in the NE¼ of Section 30 and the SE¼ of Section 19, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-4178.

Spearfish Canyon Lots 128, 140, 141 and 142, being a portion of the Congress Placer, M.S. 479, all located in the NE¼ of Section 4, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-4180.

Spearfish Canyon Lot 130, being a portion of the Spearfish Placer, M.S. 439, all located in the SW¼ of Section 17, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3524.

Spearfish Canyon Lots 131, 132, 133, 134 and 135, being portions of the Spearfish Placer, M.S. 439, all located in the NE¼ of Section 17 and the SE¼ of Section 8, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-4447 and Affidavits of Correction recorded as Document No. 90-4827 and 2000-2566.

Spearfish Canyon Lots 136 and 137, being portions of the Congress Placer, M.S. 479, all located in the E½ of Section 8, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-4179.

Spearfish Canyon Lot 138, being a portion of the Congress Placer, M.S. 479, all located in the NE¼ of Section 4, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3525.

Spearfish Canyon Lot 139, being a portion of the Cascade Placer, M.S. 991, all located in the NE¼ of Section 19, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-3526.

Spearfish Canyon Lots 143, 144, 145 and 146, located in the S½ of the SE¼ of Section 33, T6N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-4558.

Spearfish Canyon Lots 147 and 148, located in the NE¼ of the SE¼ of Section 33, T6N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 90-4559.

T4N, R2E, B.H.M., Lawrence County, South Dakota:

Section 5: Lots 14, 15 and 18
Sections 9 and 16: Tracts 38 and 39
Section 15: Lots 7, 8, 10, 12, 14, 15, 16, 17, 18, 19 and 20
Section 16: Lots 6 and 9;
Section 22: Lots 10, 11, 12, 14, 16 and 18
Section 29: Lot 10
Section 35: Lots 5 and 9

T5N, R2E, B.H.M., Lawrence County, South Dakota:

Sections 3 and 4: Tract 38
Section 4: Lot 12
Section 17: Lot 22

As defined and described in patent of record in Document No. 92-417 in the Office of the Lawrence County Register of Deeds.

Homestake/Forest Service Lot 10 of Section 9, T4N, R2E, consisting of Lot 10A of the NW¼ of Section 9 and Lot 10B being a portion of Tract 4 of the Wyoming Placer, M.S. 991, all located in Section 9, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 92-4175.

Homestake/Forest Service Lots 12 and 13 and Replat of Spearfish Canyon Lot 17 of Section 9, T4N, R2E, consisting of Lots 12A, 13A & 21A of the SW¼ of Section 9 and Lots 12B, 13B, 21B, being portions of Tract 1 of the Western Placer M.S. 1590 and the original Spearfish Canyon Lot 17, all located in the SW¼ of Section 9, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 92-3514.

Homestake/Forest Service Lots 18 and 19 of Section 9, T4N, R2E, consisting of Lots 18A and 19A of the SW¼ of the SE¼ of Section 9 and Lots 18B and 19B, being a portion of Tract 3 of the Western Placer, M.S. 1590, all located in Section 9, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 92-4177.

Homestake/Forest Service Lot 7 of Section 16, T4N, R2E consisting of Lot 7A of the NE¼ of Section 16 and Lot 7B, being a portion of Tract 3 of the Western Placer, M.S. 1590, all located in Section 16, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 92-4174.

Homestake/Forest Service Lot 10 of Section 27, T4N, R2E, consisting of Lot 10A of the S½ of Section 27 and Lot 10B, being a portion of Tract 4 of the Gertie No. 1 and Tract 5 of the Gertie No. 2, M.S. 1603, all located in Section 27, T4N, R2E, B.H.M., Lawrence County, South Dakota, according to Plat recorded as Document No. 92-3517.

Homestake/Forest Service Lot 11 of Section 8, T5N, R2E, B.H.M., consisting of Lot 11A of Section 8 and 11B being a portion of Tract 3 of the Congress Placer, M.S. 479, all located in Section 8, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 92-4176.

Homestake/Forest Service Lot 18 of Section 17, T5N, R2E consisting of Lot 18A of the NW¼ of Section 17 and Lot 18B, being a portion of Tract 3 of the Spearfish Placer, M.S. 439, all located in Section 17, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 92-5039.

Homestake/Forest Service Lots 20 and 23 of Section 17, T5N, R2E, consisting of Lot 20A & 23A of the NW¼ of Section 17 and Lots 20B and 23B, being a portion of Tract 3 of the Spearfish Placer, M.S. 439, all located in Section 17, T5N, R2E, B.H.M., Lawrence County, South Dakota, according to the Plat recorded as Document No. 92-4178.

Spearfish Canyon Lot C-4ar, being a replat of Spearfish Canyon Lot C-4a, a Subdivision of Spearfish Canyon Lot C-4, being a portion of the Meadow No. 1 Lode of M.S. 1564, located in the NW¼ of Section 22, T4N, R2E, B.H.M., Lawrence County South Dakota, according to the Plat recorded as Document No. 98-5116.