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REQ BY: LARRY W. SUCIU
REC BY: Margie Gamache

FIRST AMENDMENT

TO

DECLARATION OF

COVENANTS, CONDITIONS AND RESTRICTIONS

AND EASEMENTS

FOR

THE PALMS RV RESORT

This First Amendment to Declaration of Covenants, Conditions and Restrictions and Easements ("**Declaration**") for The Palms RV Resort is made effective this 9th day of January, 2008 by The Palms RV Resort Development, Inc., an Arizona corporation ("**Declarant**") pursuant to Article 16.2(A) of the Declaration recorded on December 13, 2007 at Fee No. 2007-41546, Official Records of Yuma County.

The following Article is hereby amended as follows:

Article 5 – General Restrictions

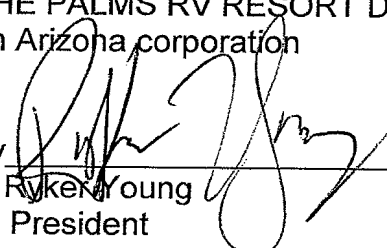
5.1 Vehicle Requirements

...

D. Notwithstanding anything to the contrary set forth herein, those Lots more particularly described in **Exhibit D**, attached hereto and incorporated herein by this reference, shall be used only for the installation of Class A Motorcoach Vehicles through September 1, 2011. After September 1, 2011, the Lots described in **Exhibit D**, may be used for any other use or purpose as defined in the Declaration and not be specifically limited for the use or installation of Class A Motorcoach Vehicles.

In witness whereof the undersigned being the Delcarant has executed this First Amendment on this 9th day of January, 2008.

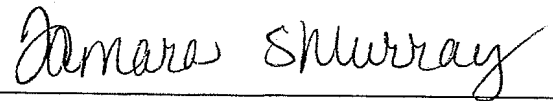
THE PALMS RV RESORT DEVELOPMENT, INC.,
an Arizona corporation

By 
Ryker Young
Its President

State of Oklahoma }
 }ss.
County of Cherokee }

The foregoing instrument was acknowledged before me this 9th day of January, 2008 by Ryker Young, the President of THE PALMS RV RESORT DEVELOPMENT, INC., an Arizona corporation, on behalf of the corporation.

(Seal and Expiration Date)



Notary Public

