

**FIRST AMENDMENT TO THE AMENDED
DECLARATION OF THE BLUE MESA LODGE CONDOMINIUMS**

THIS FIRST AMENDMENT to the Amended Declaration of the Blue Mesa Lodge Condominiums is made this ___ day of _____, 1998, by the Blue Mesa Lodge Condominium Association, Inc. (the "Association"), pursuant to the provisions of the Amended Declaration of the Blue Mesa Lodge Condominiums, filed for record in the office of the Clerk and Recorder, San Miguel County, Colorado, on August 29, 1997, in Book 586, at Page 258, under Reception Number 314222 (the "Amended Declaration").

RECITALS

- A. The Blue Mesa Lodge Condominium Association, duly convened, and according to the Amended Bylaws of the Blue Mesa Lodge Condominium Association, Inc., the Amended Declaration, and the Colorado Common Interest Ownership Act, C.R.S. Section 38-33.3-101, et. seq., hereby subdivides the Residential Units of the Blue Mesa Lodge Condominiums into Residential Studio Apartment Units, which shall be defined as a "Residential Unit"; and
- B. The subdivision of the Residential Units Blue Mesa Lodge Condominiums creates 28 Residential Studio Apartment Units, from the existing 10 Residential Units, as "Residential Unit" is defined in Section 1.2(r) of the Amended Declaration.
- C. The Association, pursuant to Section 7.1 of the Amended Declaration, possesses the right to subdivide Units, and the Colorado Common Interest Ownership Act, Sections 38-33.3-213, and 38-33.3-217, provides for the subdivision of Units by the Association; and
- D. The Association has taken all steps required by the Amended Declaration, and the Amended Bylaws, to effect this Amendment to the Amended Declaration, and to subdivide the Residential Units of the Blue Mesa Lodge Condominiums into Residential Studio Apartment Units.

NOW THEREFORE, Blue Mesa Condominium Association, Inc., being duly authorized to effect this First Amendment to the Amended Declaration, and having taken those steps necessary and advisable in order to amend the Amended Declaration, hereby amends the Amended Declaration of the Blue Mesa Lodge Condominiums, as follows:

FIRST AMENDMENT TO AMENDED DECLARATION

- 1. Section 1.2(r) of the Amended Declaration is hereby amended as follows:

Section 1.2(r). Residential Unit means a portion of the Blue Mesa Lodge Condominium Community designated and intended for individual ownership for residential use and as described in this Amended Declaration and the Amendment to the Condominium Map for Blue Mesa Condominiums, and the Condominium Map for the Blue Mesa Lodge, dated _____, 19____, and consists of any one of those Studio Apartment Units of the Blue Mesa Lodge Condominium Community each of which is separately identified by the words "Residential Unit" and separately shown on the Amendment to the Condominium Map for Blue Mesa Condominium, and the Condominium Map for the Blue Mesa Lodge, together with the percentage interest in the Common Elements appertaining to that Unit. Residential Unit shall or may include, but not be limited to, Residential Studio Apartment Units.

2. Section 2.3 of the Amended Declaration is hereby amended as follows:

Section 2.3. Number of Units. The number of Units presently included in the Blue Mesa Lodge Condominium Community is forty-two (42), including twenty-eight (28) Residential Units used for residential purposes, four (4) Units used for commercial purposes and fifteen (15) Units used for parking purposes.

3. EXHIBIT A TO THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

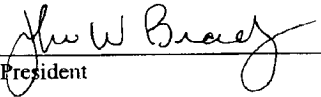
UNIT NUMBER	SQUARE FOOTAGE	USE AND TYPE OF UNIT	% SHARE OF OWNERSHIP IN THE COMMON ELEMENTS	% SHARE OF OWNERSHIP IN THE COMMON EXPENSE LIABILITIES	% SHARE OF OWNERSHIP IN THE AFFAIRS OF THE ASSOCIATION
20A	459.4	Residential Unit	0.02068	0.02068	0.02068
20B	438.4	Residential Unit	0.02068	0.02068	0.02068
20C	430.3	Residential Unit	0.02068	0.02068	0.02068
21A	478.3	Residential Unit	0.02120	0.02120	0.02120
21B	460.5	Residential Unit	0.02120	0.02120	0.02120
21C	429.9	Residential Unit	0.02120	0.02120	0.02120
22A	397.7	Residential Unit	0.01904	0.01904	0.01904
22B	449.3	Residential Unit	0.01904	0.01904	0.01904
22C	368.7	Residential Unit	0.01904	0.01904	0.01904
23A	424.7	Residential Unit	0.01925	0.01925	0.01925
23B	440.9	Residential Unit	0.01925	0.01925	0.01925
23C	375.1	Residential Unit	0.01925	0.01925	0.01925
30A	386.2	Residential Unit	0.02218	0.02218	0.02218
30B	576.8	Residential Unit	0.02218	0.02218	0.02218
31A	492.4	Residential Unit	0.02090	0.02090	0.02090
31B	426.4	Residential Unit	0.02090	0.02090	0.02090
31C	439.3	Residential Unit	0.02090	0.02090	0.02090
32A	514.3	Residential Unit	0.02411	0.02411	0.02411
32B	539.8	Residential Unit	0.02411	0.02411	0.02411
33A	423.5	Residential Unit	0.01822	0.01822	0.01822

33B	424.0	Residential Unit	0.01822	0.01822	0.01822
33C	340.3	Residential Unit	0.01822	0.01822	0.01822
40A	469.0	Residential Unit	0.02812	0.02812	0.02812
40B	834.2	Residential Unit	0.02812	0.02812	0.02812
40C	540.1	Residential Unit	0.02812	0.02812	0.02812
41A	541.3	Residential Unit	0.03000	0.03000	0.03000
41B	796.0	Residential Unit	0.03000	0.03000	0.03000
41C	572.3	Residential Unit	0.03000	0.03000	0.03000

4. All other provisions of the Amended Declaration not specifically amended hereby shall remain in full force and effect.
5. The Condominium Map shall be amended, and the amendment duly recorded in the office of the Clerk and Recorder, San Miguel County, Colorado, to reflect the subdivision of Units as set forth in this Amendment to the Amended Declaration, into Residential Studio Apartment Units.
6. Pursuant to Section 7.4 of the Amended Condominium Declaration, the consent of Unit Owners or holders of Security Interests is not required to effect this subdivision of Residential Units into these Residential Studio Apartment Units.

Executed the day and year first above written.

BLUE MESA LODGE CONDOMINIUM ASSOCIATION, INC.

by: 
its: President