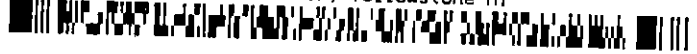


After recording, please return to:
Candace L. Kimmet
Karell Dyre Haney PLLP
175 North 27th Street, Suite 1303
Billings, MT 59101

RES

3769757

02/24/2016 10:26 AM Pages: 1 of 8 Fees: 56.00
Jeff Martin Clerk & Recorder, Yellowstone MT



THIRD AMENDMENT
TO
DECLARATION OF CONDITIONS, COVENANTS AND RESTRICTIONS FOR
JOSEPHINE CROSSING

THIS THIRD AMENDMENT TO DECLARATION OF CONDITIONS, COVENANTS AND RESTRICTIONS FOR JOSEPHINE CROSSING (this "Third Amendment") is hereby made and entered into by MCCALL DEVELOPMENT, INC., a Montana close corporation ("Developer"), to amend the Declaration of Conditions, Covenants and Restrictions for Josephine Crossing (the "Original Declaration") recorded with the Clerk and Recorder for Yellowstone County on March 21, 2007 under Document No. 3414948, as amended by the First Amendment to Declaration of Conditions, Covenants and Restrictions for Josephine Crossing recorded with the Clerk and Recorder for Yellowstone County on September 12, 2012 under Document No. 3638201 and the Second Amendment to Declaration of Conditions, Covenants and Restrictions for Josephine Crossing recorded with the Clerk and Recorder for Yellowstone County on August 19, 2015 under Document No. 3751751 (collectively, the "Declaration").

RECITALS

- A. Under Section 6(b) of the Declaration, Developer reserved the right to modify, amend, and alter the Declaration without the consent of any other party until such time as Developer has conveyed all lots in Josephine Crossing Subdivision ("Developer's Right to Amend").
- B. Developer has not yet conveyed all lots in Josephine Crossing Subdivision.
- C. This Third Amendment is hereby duly approved and adopted by Developer, as evidenced by its signature below, pursuant to Developer's Right to Amend and in accordance with the terms of the Declaration.

NOW THEREFORE, the Declaration is hereby amended as follows:

- 1. **Exhibits "A" and "B"**. Exhibits "A" and "B" of the Declaration are stricken in their entirety and replaced with Exhibit "A" and Exhibit "B", attached hereto.
- 2. **Defined Terms**. Except as otherwise provided in herein, all capitalized terms used herein shall have the meanings ascribed to them in the Declaration.
- 3. **Ratification**. Except as specifically amended herein, the terms and conditions of the Declaration are hereby ratified.

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IN WITNESS WHEREOF, this Third Amendment is executed this 18 day of February, 2016.

MCCALL DEVELOPMENT, INC.

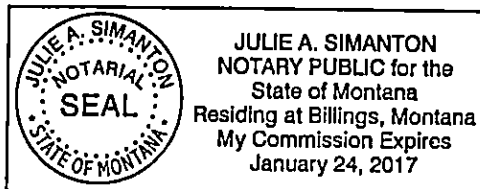
By: [Signature]
Its: Vice President

STATE OF MONTANA)
)
County of Yellowstone)

This record was acknowledged before me on this 18 day of February, 2016, by Gregory J. McCall, as Vice-President of MCCALL DEVELOPMENT, INC., a Montana close corporation.

[Official Stamp]

[Signature]
Notary Public for the State of Montana



**EXHIBIT A**

The following lots in Josephine Crossing Subdivision, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3402833:

- Block 1: Lots 3 through 16, inclusive, and Lots 21 through 24, inclusive,
- Block 2: Lots 1 through 4, inclusive,
- Block 3: Lots 1 through 11, inclusive, and Lots 18 through 40, inclusive,
- Block 4: Lots 1 through 3, inclusive, Lots 7 and 8, inclusive, Lots 11 through 16, inclusive, Lots 19 through 26, inclusive, and Lots 32 through 40, inclusive, and
- Block 5: Lots 1 through 11, inclusive, and Lot 20,

Lots 1A and 2A, Block 1, Josephine Crossing Subdivision, First Filing, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3439666,

Lots 4A and 6A, Block 4, Josephine Crossing Subdivision, First Filing, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3456972,

Lots 9A and 10A, Block 4, Josephine Crossing Subdivision, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3563007,

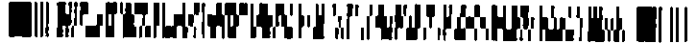
Lots 12A, 13A, 14A, and 15A, Block 3, Josephine Crossing Subdivision, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3595249,

Lots 17A, 18A, 19A, and 20A, Block 1, Josephine Crossing Subdivision, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3595250,

Lots 12A and 13A, Block 5, Josephine Crossing Subdivision, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3617471,

Lots 14A-1, 15A, 16A, 17A and 18A, Block 5, Josephine Crossing Subdivision, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3617472,

Lots 16A-1 and 17A, Block 3, Josephine Crossing Subdivision, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3617473,



Lots 27A, 28A, 29A, 30A, and 31A, Block 4, Josephine Crossing Subdivision, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3617474,

Lots 17A and 18A, Block 4, Josephine Crossing Subdivision, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3621920,

The following lots in Josephine Crossing Subdivision, Second Filing in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3627576:

- Block 6: Lots 1 and 2, and Lots 7 through 11, inclusive,
- Block 7: Lots 1 through 5, inclusive, and
- Block 8: Lots 1 through 17, inclusive,

Lots 3A, 5A, and 6A, Block 6, Josephine Crossing Subdivision, Second Filing in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3654007,

The following lots in Josephine Crossing Subdivision, Third Filing, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3664550:

- Block 1: Lots 25 through 32, inclusive,
- Block 5: Lots 19 through 25, inclusive, and Lots 28 through 50, inclusive,
- Block 6: Lots 12 through 18, inclusive,
- Block 8: Lots 19 through 21, inclusive, and Lot 26,
- Block 9: Lots 1 through 22, inclusive, and Lots 24 and 25, and
- Block 11: Lot 1,

Lots 22A, 23A and 25A, Block 8, Josephine Crossing Subdivision, Third Filing, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3672077,

Lots 26A and 27A, Block 5, Josephine Crossing Subdivision, Third Filing, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3682226,

The following lots in Josephine Crossing Subdivision, Fourth Filing, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3691426:

- Block 9: Lots 26, 27, 30, 33, and 34, and
- Block 10: Lots 1 through 20, inclusive,

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Lots 28A and 29A, Block 9, Josephine Crossing Subdivision, Fourth Filing, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3729851,

Lots 31A and 32A, Block 9, Josephine Crossing Subdivision, Fourth Filing, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3763128,

The following lots in Josephine Crossing Subdivision, Fifth Filing, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3738966:

- Block 1: Lots 33 through 76, inclusive,
- Block 8: Lots 27 through 34, inclusive, and
- Block 11: Lots 1 through 50, inclusive.

**EXHIBIT B**

The following lots in Josephine Crossing Subdivision, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3402833:

- Block 1: Lots 3 through 16, inclusive, and Lots 21 through 24, inclusive,
- Block 3: Lots 1 through 11, inclusive, and Lots 18 through 40, inclusive,
- Block 4: Lots 1 through 3, inclusive, Lots 7 and 8, inclusive, Lots 11 through 16, inclusive, Lots 19 through 26, inclusive, and Lots 32 through 40, inclusive, and
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Lots 1A and 2A, Block 1, Josephine Crossing Subdivision, First Filing, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3439666,

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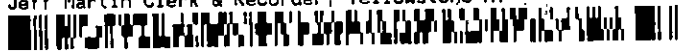
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- Block 6: Lots 12 through 18, inclusive,
- Block 8: Lots 19 through 21, inclusive, and Lot 26, and
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The following lots in Josephine Crossing Subdivision, Fifth Filing, in the City of Billings, Yellowstone County, Montana, according to the official plat thereof on file and of record in the office of the Clerk and Recorder of said County, under Document No. 3738966:

- Block 1: Lots 33 through 49, inclusive, Lots 51 through 55, inclusive, Lots 57 through 61, inclusive, Lots 63 through 67, inclusive, and Lots 69 through 71, inclusive,
- Block 8: Lots 27 through 34, inclusive, and
- Block 11: Lots 6 and 7, Lots 9 through 13, inclusive, Lots 15 through 19, inclusive, Lots 21 through 25, inclusive, Lots 27 through 44, inclusive, and Lots 46 through 49, inclusive.