

**RECONSTITUTION
AND
ASSIGNMENT OF APPROVING AUTHORITY
FOR THE HEIGHTS JACKSON CREEK FILING NO. 1 AND NO. 2**

This Reconstitution and Assignment of Approving Authority for The Heights at Jackson Creek Filing No. 1 and No. 2, dated as of October 1, 2001 (this "Assignment"), is executed by **Elite Properties of America, Inc.**, a Colorado corporation ("Elite") and concerns that certain "Declaration of Covenants, Conditions and Restrictions and Design Standards Affecting the Real Property known as The Heights at Jackson Creek Filing No.1 & No.2". Filing No.1 was recorded on April 15, 1999, at Reception No. 099058620 (the "Covenants") and Filing No. 2 was recorded on September 28, 1999, at Reception No. 099152137 (the "Covenants"). Both recorded in the real property records of El Paso County, Colorado The Covenants encumber certain real property more particularly described in the Covenants (the "Subdivision"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the respective Covenants.

Pursuant to the provisions of Section 1 of the Design Standards for the Heights at Jackson Creek Filing No. 1 and No. 2, the Declarant may, at its election, reconstitute the Approving Authority so that it shall consist of three (3) individuals, and may appoint three owners of any Lots in the Subdivision or owners of lots in such other single-family residential subdivisions in the same general area as are determined by Declarant to contain lots substantially similar to lots in the Subdivision; or an officer, director or employee of Declarant.

Elite, as the "Declarant" under the respective Covenants, does hereby reconstitute the Approving Authority/Architectural Control Committee for the purposes described herein so that it shall hereafter consist of the following three (3) individuals, each of whom is a resident of the Subdivision, and each of whom shall serve over the Subdivision as the reconstituted Approving Authority/Architectural Control Committee pursuant to and in the manner contemplated by the respective Covenants:

Walter J. Connolly
15684 Candle Creek Drive
Monument, CO 80132
Telephone: 719-487-0997

Don Conley
15564 Candle Creek Drive
Monument, CO 80132
Telephone: 719-481-1918

Ed Adkins
15644 Dawson Creek Drive
Monument, CO 80132
Telephone: 719-481-8616

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As provided in Section 1 of the respective Design Standards, hereafter any of the foregoing appointees may be removed and replaced by the record owner of a majority of the lots in the Subdivision, pursuant to a written instrument filed for record with the County Clerk and Recorder of the County of El Paso and State of Colorado, Vacancies in the Approving Authority may be filled by action of the remaining member or members of the Approving Authority, subject to the right of the record owners of a majority of the lots in the Subdivision, to remove and designate members of the Approving Authority pursuant to Section 1 of the Design Standards.

In furtherance of the foregoing Elite, as Declarant, hereby assigns and transfers all of its functions, rights, powers and duties as the Approving Authority under the Covenants to the above referenced individuals as the reconstituted Approving Authority for all matters. In addition, Elite, hereby assigns and transfers all of its functions, rights, power and duties as Declarant under the Covenants to the above-referenced Approving Authority.

Approval of any matter or item requiring the approval of the Approving Authority under the Covenants shall be requested by submitting a written request and appropriate documents to the following address:

Walter J. Connolly
15684 Candle Creek Drive
Monument, CO 80132
Telephone: 719-487-0997

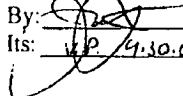
The Approving Authority will enforce the Covenants against the Subdivision, which is encumbered by the Covenants.

The Approving Authority and Declarant may designate a different address by an instrument recorded in the real property records of El Paso County, Colorado or by written notice to the affected Owners.

Executed as of the date first above written.

DECLARANT:

Elite Properties of America, Inc.,
A Colorado corporation

By: 
Its: 9/25/2001

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STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 19th day of September, 2001, by Joseph Lordelt as Vice President of Elite Properties of America, Inc., a Colorado corporation.

Witness my hand and official seal.

My Commission Expires: 12-02-2001



Christine L. Wisi
Notary Public

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