



AFTER RECORDING RETURN TO:

Chris Heftel
C/O River Bluff Ranch
4425 W. Lookout Mtn. Lane
Spokane, WA 99208

**AMENDMENT TO
DECLARATION ESTABLISHING COVENANTS, CONDITIONS, RESTRICTIONS,
RESERVATIONS AND EASEMENTS OF
RIVER BLUFF RANCH**

Declarant: Riverbluff Land Company, LLC
Abbreviated Legal: Ptn, Sections 22, 26, 27, 34 & 35 T. 27 N, R. 42 E.
Assessor's Tax Parcel No.: 27341.9039, 27274.9030 (Segregation pending), Portion
27263.9069 (Segregation pending ACO 2005-0113); 27276.9029 (Segregation pending);
and all platted parcels
Related documents: AFN 5181719 ; AFN 4686883

The undersigned Declarant, representing more than 67% of the combined voting power of the Owner Member and Declarant Member classes of the River Bluff Ranch Association, and pursuant to the provisions for Amendment of Declaration in Section 9.4 of that certain Declaration Establishing Covenants, Conditions, Restrictions, Reservations, and Easements of River Bluff Ranch recorded February 6, 2002 under Auditor's File No. 4686883,

hereby amends said Declaration as follows:

Sub-Section 3.4.2 is deleted in its entirety and replaced as follows:

" 3.4.2 Declarant Membership - Declarant Membership shall be that held by Declarant (or its successors-in-interest) who shall be entitled to three (3) votes for each Lot owned by Declarant plus three (3) votes for each ten (10) acres of unplatted land that is: 1) owned by Declarant, 2) reserved for future development, and 3) has been annexed into the Project. Declarant Membership shall be converted to Owner Membership, with resulting reduction of voting power from three to one vote per Lot owned, when annexation pursuant to 2.4.1.1 has ceased and the total outstanding votes held by Owner Members exceeds the total outstanding votes held by the Declarant Members."

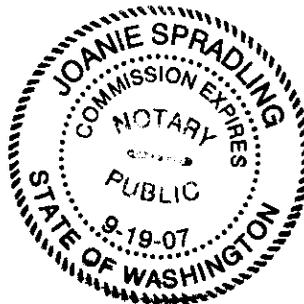
SIGNED THIS 16th DAY OF FEBRUARY 2005

DECLARANT:

Riverbluff Land Company, LLC

By: Christopher L. Heftel, president

STATE OF WASHINGTON)
County of Spokane) : ss.



I certify that I know or have satisfactory evidence that Christopher L. Heftel signed this instrument and on oath stated that he was authorized as president of Riverbluff Land Company, LLC, to execute the instrument and acknowledged it as his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated this 16th day of February, 2005

Joanie Spradling
NOTARY PUBLIC in and for the State of
Washington, residing at Nine Mile Falls

My appointment expires 9-19-07

R. E. Excise Tax Exempt
Date FEB 17 2005
Spokane County Treas.
By [Signature]