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 AUDITOR, Pierce County, WASHINGTON

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**THIRD SUPPLEMENTAL DECLARATION FOR
 UPLANDS SOUTH HILL, A PLANNED DEVELOPMENT DISTRICT
 ADDING PHASE 1B**

Grantor/Declarant: UPLANDS 320 L.L.C., a Washington limited liability company
 Grantee: UPLANDS SOUTH HILL, A PLANNED DEVELOPMENT DISTRICT
 Abbreviated Legal: LOT 3, RECORD OF SURVEY FOR SEGREGATION, REC. NO. 202409065002;
 TRACT DD UPLANDS PDD; PHASE 1, REC. NO. 202303095003
 Tax Parcel No.: 602573-0-033; 602573-0-050
 Official legal description: Schedule A-1
 Reference # (if applicable): Map, Pierce County Recording No: 20250919 5002

THE COMMUNITY AMENDED BY THIS THIRD SUPPLEMENTAL DECLARATION IS A PLAT
 COMMUNITY SUBJECT TO THE WASHINGTON UNIFORM COMMON INTEREST OWNERSHIP ACT,
 CHAPTER 64.90 RCW.

**THIRD SUPPLEMENTAL DECLARATION FOR
UPLANDS SOUTH HILL, A PLANNED DEVELOPMENT DISTRICT
ADDING PHASE 1B**

This Third Supplemental Declaration (this "Supplemental Declaration"), dated for reference purposes May 9, 2025, amends that certain Declaration of Covenants, Conditions, and Restrictions for Uplands South Hill, a Planned Development District, recorded in Pierce County under Recording Number 202303090141, as amended by the First Supplemental Declaration dated February 27, 2024 and recorded in Pierce County under Recording Number 202404170192, and the Second Supplemental Declaration dated July 2, 2024 and recorded in Pierce County under Recording Number 202407030154 (collectively, the "Declaration"). The Map for the Community is recorded in Pierce County under Recording Number 202303095003, as amended by the Map for Phase 1A recorded in Pierce County under Recording Number 202404175001, and the Map for Phase 1C recorded in Pierce County under Recording Number 202407035001 (collectively, the "Map"). The undersigned Declarant is executing this Supplemental Declaration pursuant to the rights reserved to it in Section 9.1 of the Declaration and as authorized by RCW 64.90.250 to add the Units identified herein within Phase 1B. The Units are shown on the Supplemental Map for Phase 1B being recorded together with this Supplemental Declaration in Pierce County under Recording Number 202509195002 (the "Supplemental Map - Phase 1B"). Capitalized terms used and not defined herein are defined in the Declaration. References to the Declaration mean the Declaration as amended by this Supplemental Declaration and all future supplemental declarations unless the context indicates otherwise.

NOW, THEREFORE, Declarant hereby publishes the following Amendment:

1. Additional Units. Declarant hereby declares and establishes sixty (60) Units in Phase 1B. The Master Community now has 215 Units with the 68 Units previously added in Phase 1A, the 87 Units previously added in Phase 1C, and the 60 Units added in this Phase 1B. The land in the Master Community containing Units, including Phase 1B added by this Supplemental Declaration, is described on attached Exhibit A. The remaining land within the Master Community subject to the development right to add Units is described on attached Exhibit B. The designation, area, and Allocated Interest for each Unit in the Master Community, including those Units added by this Supplemental Declaration, are shown on attached Exhibit D. Declarant amends Section 2.2 of the Declaration to allow some of the Allocated Interests to be rounded up or down by .001 to cause the total Allocated Interests to equal 100.000.

2. Number of Directors and Classes. Units in Phase 1A, Phase 1C and this new Phase 1B comprise a single class of Detached Homes. The Board of Directors has three (3) directors. Declarant anticipates creating a second class for Townhomes and expanding the Board of Directors to allow for additional directors to be elected by the owner(s) of the Townhomes by class voting. Declarant will confirm these decisions when recording a Supplemental Declaration to add Townhomes to the Master Community.

3. Amendment to the Map. The Supplemental Map for Phase 1B shows the matters required by RCW 64.90.245 for the 60 Units in Phase 1B.

4. Common Elements and Areas of Common Responsibility. The Supplemental Map for Phase 1B identifies the following Tracts:

A	Critical Area
B	Open Space
C	Private Shared Access Facility Subject to a Public Sanitary Sewer Easement
D	Monument
E	Private Shared Access Facility Subject to a Public Sanitary Sewer Easement
F	Open Space
G	Open Space
H	Private Shared Access Facility and Private Reciprocal Easement and Mutual Maintenance Agreement for the Benefit of Lots 7 and 8
DD	Future Development Tract

Each of the Tracts are Common Elements and Areas of Common Responsibility. Areas of Common Responsibility in Phase 1B also include the right-of-way streetscape along public roads, mailbox stands and kiosks, entry monuments, fencing in the wetland buffers and open space, and walls in the open space.

5. Clarification of the Master Plan. Declarant's master development plan currently anticipates adding an additional 499 lots for Detached Homes in eight subsequent phases (for a total of 714 Detached Homes), and 312 lots for Townhomes in three subsequent phases. Declarant intends to have all Detached Homes comprise one class, and all Townhomes comprise a separate class. Declarant will expand the Board when Townhomes are added to the Master Community to allow for one or more directors to be appointed by the owner(s) of the Townhome lots.

6. Miscellaneous. The Declaration shall remain in full force and effect according to its terms as amended by this Supplemental Declaration. This Supplemental Declaration shall be effective upon recording.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Supplemental Declaration as of the date first above written.

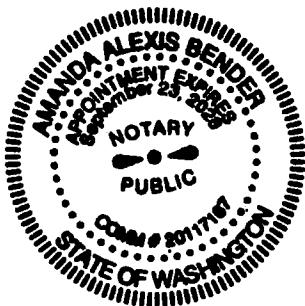
UPLANDS 320 L.L.C., a Washington limited liability company

By: Investco L.L.C., a Washington limited liability company

By: [Signature]
Justin Geisenhoff, Vice President and Portfolio Manager

STATE OF WASHINGTON)
)
COUNTY OF KING) ss.

This record was acknowledged before me on JULY 11TH, 2025 by Justin Geisenhoff, as the Vice President and Portfolio Manager of Investco L.L.C., which is the Authorized Representative of Uplands 320 L.L.C., a Washington limited liability company.



[Signature]
NOTARY PUBLIC in and for the State of Washington, residing at SEATTLE
My Appointment expires: 9/23/2028

For reference only, not for re-sale.

EXHIBIT A
LAND CONTAINING UNITS

PHASE 1A:

TRACT 1A, UPLANDS PDD PHASE 1, RECORDED UNDER RECORDING NUMBER 202303095003, RECORDS OF PIERCE COUNTY, WASHINGTON.

PHASE 1C:

TRACT K, UPLANDS PDD PHASE 1A, RECORDED UNDER RECORDING NUMBER 202404175001, RECORDS OF PIERCE COUNTY, WASHINGTON.

PHASE 1B:

LOT 3, RECORD OF SURVEY FOR SEGREGATION, ACCORDING TO THE PLAT RECORDED SEPTEMBER 6, 2024 UNDER RECORDING NUMBER 202409065002, RECORDS OF PIERCE COUNTY, WASHINGTON;

TRACT DD OF UPLANDS PDD PHASE 1, ACCORDING TO THE PLAT THEREOF RECORDED MARCH 9, 2023 UNDER RECORDING NUMBER 202303095003, RECORDS OF PIERCE COUNTY, WASHINGTON.

SITUATE IN THE COUNTY OF PIERCE, STATE OF WASHINGTON.

For reference only, not for re-sale.

EXHIBIT B
LAND SUBJECT TO DEVELOPMENT RIGHTS TO ADD UNITS

LOTS 1, 2, AND 4 THROUGH 7, RECORD OF SURVEY FOR SEGREGATION, ACCORDING TO THE PLAT RECORDED SEPTEMBER 6, 2024 UNDER RECORDING NUMBER 202405085002, RECORDS OF PIERCE COUNTY, WASHINGTON;

AND TRACTS BB AND CC, UPLANDS PDD PHASE 1, ACCORDING TO THE PLAT THEREOF RECORDED MARCH 9, 2023 UNDER RECORDING NUMBER 202303095003, RECORDS OF PIERCE COUNTY, WASHINGTON;

SITUATE IN THE COUNTY OF PIERCE, STATE OF WASHINGTON.

For reference only, not for re-sale.

EXHIBIT D
UNIT DATA – PHASES 1A, 1C AND 1B

PHASE	UNIT	AREA	ALLOCATED INTEREST
1A	1	8158	0.465
1A	2	6561	0.465
1A	3	7553	0.465
1A	4	6353	0.465
1A	5	7548	0.465
1A	6	7085	0.465
1A	7	8158	0.465
1A	8	6899	0.465
1A	9	6522	0.465
1A	10	9498	0.465
1A	11	7769	0.465
1A	12	6956	0.465
1A	13	5852	0.465
1A	14	6474	0.465
1A	15	5775	0.465
1A	16	5749	0.465
1A	17	6614	0.465
1A	18	8466	0.465
1A	19	5871	0.465
1A	20	5779	0.465
1A	21	5427	0.465
1A	22	7042	0.465
1A	23	6152	0.465
1A	24	6800	0.465
1A	25	6197	0.465
1A	26	7073	0.465
1A	27	7152	0.465
1A	28	6052	0.465
1A	29	6097	0.465
1A	30	5177	0.465
1A	31	5425	0.465
1A	32	4566	0.465
1A	33	4354	0.465
1A	34	4553	0.465
1A	35	7455	0.465
1A	36	6321	0.465
1A	37	5902	0.465
1A	38	9871	0.465
1A	39	5500	0.465
1A	40	5500	0.465
1A	41	5451	0.465
1A	42	4746	0.465
1A	43	4747	0.465
1A	44	4761	0.465
1A	45	4866	0.465
1A	46	4883	0.465

For reference only, not for re-sale.

PHASE	UNIT	AREA	ALLOCATED INTEREST
1A	47	4825	0.465
1A	48	5490	0.465
1A	49	5533	0.465
1A	50	5400	0.465
1A	51	5400	0.465
1A	52	5400	0.465
1A	53	5309	0.465
1A	54	5300	0.465
1A	55	5897	0.465
1A	56	6049	0.465
1A	57	5300	0.465
1A	58	5341	0.465
1A	59	5605	0.465
1A	60	7946	0.465
1A	61	9210	0.465
1A	62	5884	0.465
1A	63	6214	0.465
1A	64	5965	0.465
1A	65	5647	0.465
1A	66	5030	0.465
1A	67	6130	0.465
1A	68	9309	0.465
1C	1	6625	0.465
1C	2	5338	0.465
1C	3	6626	0.465
1C	4	6013	0.465
1C	5	4862	0.465
1C	6	4955	0.465
1C	7	4800	0.465
1C	8	4800	0.465
1C	9	4824	0.465
1C	10	5661	0.465
1C	11	5760	0.465
1C	12	5429	0.465
1C	13	7748	0.465
1C	14	6371	0.465
1C	15	4683	0.465
1C	16	4667	0.465
1C	17	5824	0.465
1C	18	7106	0.465
1C	19	4725	0.465
1C	20	5530	0.465
1C	21	5765	0.465
1C	22	5967	0.465
1C	23	6661	0.465
1C	24	5299	0.465
1C	25	4787	0.465
1C	26	5086	0.465
1C	27	5090	0.465

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PHASE	UNIT	AREA	ALLOCATED INTEREST
1C	28	5095	0.465
1C	29	5099	0.465
1C	30	5104	0.465
1C	31	5108	0.465
1C	32	6118	0.465
1C	33	4200	0.465
1C	34	4200	0.465
1C	35	4200	0.465
1C	36	4200	0.465
1C	37	4200	0.465
1C	38	4200	0.465
1C	39	4200	0.465
1C	40	4200	0.465
1C	41	4334	0.465
1C	42	4047	0.465
1C	43	3911	0.465
1C	44	4040	0.465
1C	45	4040	0.465
1C	46	4040	0.465
1C	47	4040	0.465
1C	48	4040	0.465
1C	49	4040	0.465
1C	50	3978	0.465
1C	51	4040	0.465
1C	52	4040	0.465
1C	53	4040	0.465
1C	54	4253	0.465
1C	55	5710	0.465
1C	56	4626	0.465
1C	57	4622	0.465
1C	58	4622	0.465
1C	59	4622	0.465
1C	60	6567	0.465
1C	61	6650	0.465
1C	62	4725	0.465
1C	63	4725	0.465
1C	64	4725	0.465
1C	65	4725	0.465
1C	66	5720	0.465
1C	67	5546	0.465
1C	68	4200	0.465
1C	69	4200	0.465
1C	70	4200	0.465
1C	71	4200	0.465
1C	72	4200	0.465
1C	73	4200	0.465
1C	74	4200	0.465
1C	75	4200	0.465
1C	76	5026	0.465

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PHASE	UNIT	AREA	ALLOCATED INTEREST
1C	77	4200	0.465
1C	78	4200	0.465
1C	79	4200	0.465
1C	80	4200	0.465
1C	81	4200	0.465
1C	82	4200	0.465
1C	83	4200	0.465
1C	84	4200	0.465
1C	85	5519	0.465
1C	86	5797	0.465
1C	87	4969	0.465
1B	1	5775	0.465
1B	2	6323	0.465
1B	3	6649	0.465
1B	4	4745	0.465
1B	5	4997	0.465
1B	6	5579	0.465
1B	7	4549	0.465
1B	8	6697	0.465
1B	9	6279	0.465
1B	10	5673	0.465
1B	11	7106	0.465
1B	12	5775	0.465
1B	13	5775	0.465
1B	14	5775	0.465
1B	15	5775	0.465
1B	16	5775	0.465
1B	17	4715	0.465
1B	18	9555	0.465
1B	19	9262	0.465
1B	20	6786	0.465
1B	21	5775	0.465
1B	22	4708	0.465
1B	23	4260	0.465
1B	24	4693	0.465
1B	25	5775	0.465
1B	26	4725	0.465
1B	27	4725	0.465
1B	28	4725	0.465
1B	29	5775	0.465
1B	30	5777	0.465
1B	31	5884	0.465
1B	32	6192	0.465
1B	33	5321	0.465
1B	34	5293	0.465
1B	35	7315	0.465
1B	36	7541	0.466
1B	37	7541	0.466
1B	38	10228	0.466

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PHASE	UNIT	AREA	ALLOCATED INTEREST
1B	39	5390	0.466
1B	40	4773	0.466
1B	41	8014	0.466
1B	42	6366	0.466
1B	43	7298	0.466
1B	44	8272	0.466
1B	45	6820	0.466
1B	46	7294	0.466
1B	47	6824	0.466
1B	48	7474	0.466
1B	49	5318	0.466
1B	50	4182	0.466
1B	51	4500	0.466
1B	52	8364	0.466
1B	53	5798	0.466
1B	54	5405	0.466
1B	55	4898	0.466
1B	56	4728	0.466
1B	57	4725	0.466
1B	58	5775	0.466
1B	59	5775	0.466
1B	60	6463	0.466
Total	215	1,212,473	100.000%

The Allocated Interests are determined by the formula stated in Section 2.2 of the Declaration as amended hereby and will change when Declarant adds more Units to the Master Community. All Units in the Master Community have a Unit weight of 1 and therefore have an equal allocation of undivided interest in the Common Elements, liability for Common Expenses, and votes. When Declarant adds Units with a different Unit weight, the above table will be expanded to show those Unit weights and the different allocation of votes, ownership of the Common Elements, and liability for Common Expenses for those Units.