



SUPPLEMENTAL CONDOMINIUM DECLARATION

FOR

OUT RUN CONDOMINIUMS

This Supplemental Condominium Declaration for Out Run Condominiums ("Supplemental Declaration") is executed this 26th day of October, 2010, at Gunnison, Gunnison County, Colorado, by Poplar 2, LLC, a Colorado limited liability company.

Out Run Condominiums - Poplar Building shall be the sole responsibility of said Units 2, 3, 4, 5, 6 and 7, Poplar Building, Out Run Condominiums.

1. **OUT RUN CONDOMINIUMS.** The Declarant organized and deeded the Out Run Condominiums by the Condominium Declaration for Out Run Condominiums recorded April 4, 1979 in Book 131 on Page 214 of the records of Gunnison County, Colorado ("Declaration") and the Condominium Map of the Out Run Condominiums recorded April 4, 1979 at Reception No. 827677 of the records of Gunnison County, Colorado ("Condominium Map"). On December 14, 1979, the plat of Out Run Condominiums, Cedarwood, Dogwood, and Other Buildings was recorded at Reception No. 197094 of the records of Gunnison County, Colorado ("Other Condominium Map"). On September 8, 1980, the plat of Out Run Condominiums, Laurel and Juniper Buildings was recorded at Reception No. 855266 of the records of Gunnison County, Colorado ("LI Condominium Map"). On November 25, 1981, the plat of Out Run Condominiums, Maple and Oak Buildings, was recorded at Reception No. 106548 of the records of Gunnison County, Colorado ("MO Condominium Map"). On March 28, 1983, the plat of Out Run Condominiums, Poplar Building, was recorded at Reception No. 113103 of the records of Gunnison County, Colorado ("Poplar Condominium Map").

7. **EFFECT AND INTERPRETATION.** The recording of this Supplemental Declaration to the Declaration and the Amended Condominium Plat of Out Run Condominiums - Poplar Building, in the records of Gunnison County, Colorado, automatically:

7.1. Vests in each existing Unit Owner his Alleged Interest in the Common Elements.

7.2. Vests in each existing mortgagee a perfected security interest in the Alleged Interest in the Common Elements of each existing Unit Owner.

7.3. The declarations, vests in the Declaration shall be immediately be assigned to successors and refer to the Project, as expanded, or any part thereof, or the Additional Instruments shall be added to and become a part of the Project for all purposes. All conveyances of Units after such enlargement and expansion shall be effective to transfer title in all Common Elements as amended, whether or not any reference is made or any supplement to the Declaration or the Condominium Map. Reference to the Declaration and the Condominium Map in any instrument shall be deemed to include the Supplemental Declaration and all supplements to the Declaration, and the Supplemental Condominium Map and all supplemental or amended Condominium Maps without specific reference thereto.

2. **SUPPLEMENT TO DECLARATION.** The Declarant hereby amends this Supplemental Declaration to amend the Out Run Condominiums by adding additional condominium units located on the Real Property described in the Supplemental Declaration recorded in Book 284 at Page 195 and to reallocate the interests in the Common Elements to the current number of units as provided in the Declaration.

8. **GENERAL.**

4. **REALLOCATION OF INTERESTS IN THE COMMON ELEMENTS.** Pursuant to paragraph 4.1 of the Declaration, the Declarant hereby reallocates the interest in the Common Elements as set forth in attached Exhibit A so that the Alleged Interests in the Common Elements are apportioned according to the number of Units currently in the Project.

8.1. **Validity.** If any of the provisions of this Supplemental Declaration or any paragraph, sentence, clause, phrase or word in the application thereof in any circumstances be invalid, such invalidity shall not affect the validity of the remainder of the Supplemental Declaration and the application of any such provision, paragraph, sentence, clause, phrase or word in any other circumstances shall not be affected thereby.

5. **SUPPLEMENT TO MAP.** Consistent with this Supplemental Declaration, Declarant has filed an Amended Condominium Plat of Out Run Condominiums - Poplar Building recorded October 26, 2010, at Reception No. 621578 of the records of Gunnison County, Colorado.

8.2. **Additional Provisions.** The provisions of this Supplemental Declaration shall be in addition and amendments to the Act and to all other provisions of law.

6. **SUPPLEMENT TO OUT RUN CONDOMINIUMS.** Out Run Condominiums, The Project ("Out Run Condominiums") is hereby amended by the addition of six (6) Units so that the current number of Units in Out Run Condominiums created and deeded to Poplar 2, LLC units as designated on the Condominium Map, LI Condominium Map, MO Condominium Map, LI Condominium Map, MO Condominium Map and the Amended Condominium Plat of Poplar Building, together with the Alleged Interests in the Common Elements as set forth in attached Exhibit A and any Limited Owner's Element created for the use of such Units.

8.3. **Context of Words.** Whenever used herein, unless the context shall otherwise provide, the singular number shall include the plural, the plural the singular, and the term "and" shall mean "and/or" and shall include all numbers.

8.4. **Applicable Law.** This Supplemental Declaration is filed in the records of Gunnison County, Colorado and it is agreed that the exclusive proper jurisdiction and venue of any action pertaining to the interpretation or enforcement of this Supplemental Declaration shall be in the District Court of Gunnison County, Colorado.

8.5. **Attorney Fees.** It is agreed that if any action is brought in a court of law by a party to this Supplemental Declaration as in the enforcement, interpretation or construction of this Supplemental Declaration or any document provided for herein, the prevailing party in such action shall be awarded reasonable attorney fees as well as all costs incurred in the prosecution or defense of such action.

6.1. **Master and Servant.** All costs of maintaining, repairing and/or replacing the electrical shown and designated on a Limited Common Element for Units 2, 3, 4, 5, 6 and 7, on the Amended Condominium Plat of Out

BINDING AGREEMENT It is understood and agreed that this Supplemental Declaration shall be binding upon the successors and assigns of the parties hereto.

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

POPULAR, LLC, a Colorado limited liability company
By Jerry Velumak
Jerry Velumak, Member and Manager

STATE OF COLORADO)
County of Gunnison)

The foregoing Supplemental Condominium Declaration has been acknowledged before me this day of October, 2010, by Jerry Velumak as Member and Manager of Popular, LLC, a Colorado limited liability company.

Witness by hand and official seal
My commission expires: 1/25/2014
Jill S. Lindros
Notary Public

CONSENT TO SUPPLEMENTAL DECLARATION

That Run Condominium Homeowners Association, a Colorado nonprofit corporation

By David C. Sawyer
David C. Sawyer, President
David C. Sawyer Jr

STATE OF COLORADO)
County of Gunnison)

The foregoing instrument was acknowledged before me this day of October, 2010 by David Sawyer as President of That Run Condominium Homeowners Association, a Colorado nonprofit corporation.

Witness by hand and official seal
My commission expires

JILL S. LINDROS
NOTARY PUBLIC
STATE OF COLORADO

MY COMMISSION EXPIRES: 1/25/2014

Jill S. Lindros
Notary Public

S Dominguez Gunnison County, CO 681578
10/25/2010 8:14 PM PL: 2 of 4
134 R: \$25.00 D: \$0.00

EXHIBIT A

OUT RUN CONDOMINIUMS

PHASE I - ASPEN AND BIRCH BUILDINGS

<u>ASPEN BUILDINGS:</u>	<u>CUBIC FEET OF AIR SPACE</u>	<u>% OF TOTAL</u>
UNIT 1	8532.86	1.70%
UNIT 2	11909.00	2.34%
UNIT 3	9510.18	1.70%
HEATED LOCL.	3011.58	2.55%
UNIT 4	11909.52	2.35%
<u>BIRCH BUILDINGS:</u>	<u>CUBIC FEET OF AIR SPACE</u>	<u>% OF TOTAL</u>
UNIT 1	9535.04	1.80%
UNIT 2	11932.75	2.34%
UNIT 3	9510.18	1.70%
UNIT 4	11950.00	2.35%
UNIT 5	7484.40	1.41%

PHASE II - COTTONWOOD, DOCKWOOD, AND ELDER BUILDINGS

<u>COTTONWOOD BUILDING:</u>	<u>CUBIC FEET OF AIR SPACE</u>	<u>% OF TOTAL</u>
UNIT 1	9567.10	1.80%
20% OF HEATED L.O.E. (RECREATIONAL)	821.58	1.05%
UNIT 2	11803.13	2.30%
20% OF HEATED L.O.E. (RECREATIONAL)	821.58	1.05%
UNIT 3	9543.18	1.80%
20% OF HEATED L.O.E. (RECREATIONAL)	821.58	1.05%
UNIT 4	11909.15	2.30%
20% OF HEATED L.O.E. (RECREATIONAL)	821.58	1.05%
UNIT 5	10800.80	2.00%
20% OF HEATED L.O.E. (RECREATIONAL)	821.58	1.05%

<u>DOCKWOOD BUILDING:</u>	<u>CUBIC FEET OF AIR SPACE</u>	<u>% OF TOTAL</u>
UNIT 1	8513.22	1.60%
20% OF HEATED L.O.E. (RECREATIONAL)	711.54	0.85%
UNIT 2	11874.90	2.25%
20% OF HEATED L.O.E. (RECREATIONAL)	711.54	0.85%
UNIT 3	9587.10	1.80%
20% OF HEATED L.O.E. (RECREATIONAL)	711.54	0.85%
UNIT 1	11356.34	2.15%
20% OF HEATED L.O.E. (RECREATIONAL)	711.54	0.85%
UNIT 5	3546.80	0.65%
20% OF HEATED L.O.E. (RECREATIONAL)	711.54	0.85%

<u>ELDER BUILDINGS:</u>	<u>CUBIC FEET OF AIR SPACE</u>	<u>% OF TOTAL</u>
UNIT 1	8528.54	1.60%
20% OF HEATED L.O.E. (RECREATIONAL)	1671.78	2.05%
UNIT 2	11910.84	2.30%
20% OF HEATED L.O.E. (RECREATIONAL)	1671.78	2.05%
UNIT 3	9666.60	1.85%
20% OF HEATED L.O.E. (RECREATIONAL)	1671.78	2.05%
UNIT 4	11916.81	2.30%
20% OF HEATED L.O.E. (RECREATIONAL)	1671.78	2.05%

PHASE III - JUNIPER AND LAUREL BUILDINGS

<u>JUNIPER BUILDING:</u>	<u>CUBIC FEET OF AIR SPACE</u>	<u>% OF TOTAL</u>
UNIT 1	8587.80	1.65%
20% OF HEATED L.O.E. (RECREATIONAL)	847.20	1.05%
UNIT 2	12048.89	2.35%
20% OF HEATED L.O.E. (RECREATIONAL)	847.20	1.05%
UNIT 3	8574.90	1.65%

20% OF HEATED L.C.E. (RECREATIONAL)	647.28	10222.19	1.93%
UNIT 4	12015.32		
20% OF HEATED L.C.E. (RECREATIONAL)	647.28	12655.67	2.35%
UNIT 5	3085.52		
20% OF HEATED L.C.E. (RECREATIONAL)	647.28	4645.89	0.88%

<u>LAUREL BUILDING:</u>	<u>CUBIC FEET OF AIR SPACE</u>		<u>% OF TOTAL</u>
UNIT 1	9580.53		
20% OF HEATED L.C.E. (RECREATIONAL)	647.28	13239.28	1.63%
UNIT 2	12097.37		
20% OF HEATED L.C.E. (RECREATIONAL)	647.28	12764.72	2.08%
UNIT 3	9572.52		
20% OF HEATED L.C.E. (RECREATIONAL)	647.28	13220.17	1.63%
UNIT 4	12079.25		
20% OF HEATED L.C.E. (RECREATIONAL)	647.28	12726.91	2.40%
UNIT 5	4024.52		
20% OF HEATED L.C.E. (RECREATIONAL)	647.28	4669.27	0.88%

PHASE III - MAPLE AND OAK BUILDINGS

<u>MAPLE BUILDING:</u>	<u>CUBIC FEET OF AIR SPACE</u>		<u>% OF TOTAL</u>
UNIT 1	9775.55		
20% OF HEATED L.C.E. (RECREATIONAL)	658.42	13441.60	1.87%
UNIT 2	12333.70		
20% OF HEATED L.C.E. (RECREATIONAL)	658.42	13040.21	2.48%
UNIT 3	9775.52		
20% OF HEATED L.C.E. (RECREATIONAL)	658.42	10431.94	1.88%
UNIT 4	12309.14		
20% OF HEATED L.C.E. (RECREATIONAL)	658.42	13088.56	2.46%
UNIT 5	4057.55		
20% OF HEATED L.C.E. (RECREATIONAL)	658.42	4774.05	0.85%

<u>OAK BUILDING:</u>	<u>CUBIC FEET OF AIR SPACE</u>		<u>% OF TOTAL</u>
UNIT 1	9735.11		
20% OF HEATED L.C.E. (RECREATIONAL)	658.42	10648.51	2.00%
UNIT 2	12390.60		
20% OF HEATED L.C.E. (RECREATIONAL)	658.42	13249.50	2.50%
UNIT 3	9731.03		
20% OF HEATED L.C.E. (RECREATIONAL)	658.42	10645.43	2.01%
UNIT 4	12395.01		
20% OF HEATED L.C.E. (RECREATIONAL)	658.42	13253.41	2.50%

PHASE III - POPLAR BUILDING

<u>POPULAR BUILDING:</u>	<u>CUBIC FEET OF AIR SPACE</u>		<u>% OF TOTAL</u>
UNIT 1	7384.00		
HEATED L.C.E.	0.00	7384.00	1.50%
UNIT 2	11302.40		
HEATED L.C.E.	62.46	11364.86	2.18%
UNIT 3	11306.10		
HEATED L.C.E.	411.98	11718.08	2.23%
UNIT 4	11489.30		
HEATED L.C.E.	0.00	11489.30	2.15%
UNIT 5	11347.80		
HEATED L.C.E.	0.00	11347.80	2.15%
UNIT 6	15382.24		
HEATED L.C.E.	0.00	15382.24	2.92%
UNIT 7	13389.54		
HEATED L.C.E.	118.01	13507.55	2.54%
TOTAL		520870.42	100.00%

Note: All volumes except Poplar Building are reprinted from Book 684, Page 694 of the records of County of Gunnison, State of Colorado.