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Robert T Sevier, Recorder

Grantor: HUNT MIDWEST REAL ESTATE DEVELOPMENT, INC.
Grantee: BENSON PLACE

(ABOVE SPACE RESERVED FOR RECORDER OF DEEDS' USE)

Document Title: Thirteenth Supplement to Declaration of Homes Association and Covenants, Conditions, Restrictions and Easements of Benson Place
 Document Date: August 1, 2005
 Grantor Names: Hunt Midwest Real Estate Development, Inc.
 Grantee Names: N/A
 Statutory Address: Suite 100, 8300 N.E. Underground Drive, Kansas City, Missouri 64161
 Legal Descriptions: See Exhibit B attached
 Reference Book and Page: Declaration of Homes Association and Covenants, Conditions, Restrictions and Easements of Benson Place, Document No. R24799, Book 3699, Page 69

THIRTEENTH SUPPLEMENT TO DECLARATION OF HOMES ASSOCIATION AND COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS OF BENSON PLACE

THIS THIRTEENTH SUPPLEMENT TO DECLARATION OF HOMES ASSOCIATION AND COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS OF BENSON PLACE (this "Supplemental Declaration") is made and executed as of August 1, 2005, by HUNT MIDWEST REAL ESTATE DEVELOPMENT, INC., a Missouri corporation (the "Developer"), Suite 100, 8300 N.E. Underground Drive, Kansas City, Missouri 64161.

RECITALS:

A. On June 6, 2002, the Developer executed that certain subdivision plat entitled "BENSON PLACE - FIRST PLAT" (the "First Plat"), covering the real property formerly legally described as shown therein (and on Exhibit A attached to the Declaration, defined below), and platting the same into certain Lots, Tracts, Common Areas, Restricted Common Areas, the streets, roadways and other areas shown and marked on the First Plat as identified therein and in the Declaration defined below (collectively, the "Property" or the "Benson Place Property"), which First Plat was approved on July 2, 2002, by the City Council of the City of Kansas City, Missouri, and was recorded on July 24, 2002, under Document No. R24798, in Cabinet F, at Sleeve 27, in the Office of the Recorder of Deeds of Clay County, Missouri, at Liberty.

B. The Developer has executed that certain Declaration of Homes Association and Covenants, Conditions, Restrictions and Easements of Benson Place, dated May 15, 2002, which was recorded on July 24, 2002, under Document No. R24799, in Book 3699, at Page 69, in the Office of the Recorder of Deeds of Clay County, Missouri, at Liberty, as amended and supplemented by those Supplemental Declarations identified on Exhibit A attached hereto (collectively, the "Declaration"), pursuant to which Declaration the Developer subjected the Benson Place Property, as expanded by the Supplemental Declarations identified on Exhibit A, to certain covenants, conditions, restrictions and easements for the purpose of protecting the value and desirability of the Property.

C. Pursuant to Section 13.1 of the Declaration, the Developer has the absolute unilateral right to expand the Property to include additional Lots (for Single Family Residences, Attached Patio Homes, Attached Townhomes or any combination thereof), Common Area, Restricted Common Areas and other property in the Subdivision and also other property that has not yet been subdivided or platted (the "Expansion Property").

STEWART TITLE

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 OFFICE OF THE CITY CLERK
 11 E. 12th St., 2005
 KANSAS CITY, MO 64105

D. On JUNE 20, 2005, the Developer executed that certain subdivision plat entitled "BENSON PLACE WOODCHASE - SECOND PLAT" (the "Woodchase Second Plat"), covering the real property formerly legally described as shown therein and on EXHIBIT B attached to this Supplemental Declaration, and platting the same into the Lots, Tracts, streets, roadways, private open space and other areas shown and marked thereon, if any (the "Tenth Expansion Property"), which Woodchase Second Plat was approved on JUNE 16, 2005, by the City Council of the City, and was recorded on OCTOBER 7, 2005, under Document No. 2005 049074, in Cabinet G, at Sleeve 13, in said Recorder of Deeds' Office.

E. The Developer presently owns all of the Lots, Tracts, Common Areas, Restricted Common Areas or other areas, if any, shown on the Woodchase Second Plat.

F. The Developer desires to exercise its right to expand the Property to include the additional Lots, Tracts, Common Areas, Restricted Common Areas or other areas, if any, which constitute the Tenth Expansion Property and to subject the Tenth Expansion Property to the covenants, conditions, restrictions and easements contained within the Declaration.

NOW, THEREFORE, in consideration of the premises, the Developer states and declares as follows:

1. Exercise of Right to Expand. The Developer hereby exercises its unilateral right to expand the Property to include the additional Lots, Tracts, Common Areas, Restricted Common Areas or other areas, if any, which constitute the Tenth Expansion Property.
2. Expansion Effective Upon Recording. The expansion set forth above, shall be effective immediately upon filing the Woodchase Second Plat and this Supplemental Declaration of record in the Office of the Recorder of Deeds for Clay County, Missouri, at Liberty. Recording of the Woodchase Second Plat and this Supplemental Declaration shall automatically grant, transfer and convey to the Association any new Common Areas, Restricted Common Areas and all other areas designed for Members' or Association use, if any, added by the Tenth Expansion Property.
3. Expansion of Definitions. The definitions contained in the Declaration are hereby expanded to encompass and refer to the Property, as expanded by the Woodchase Second Plat, and this Supplemental Declaration to include the Tenth Expansion Property. For example, (i) "Lot" shall mean the Lots described in the Declaration and in the Plat described in the Declaration, all subsequent Plats and in the Woodchase Second Plat and (ii) all references to the Declaration shall mean the Declaration as supplemented and amended by this Supplemental Declaration.
4. Declaration Operative on New Lots, Tracts, Common Areas and Restricted Common Areas. The new Lots, Tracts, Common Areas or Restricted Common Areas, which constitute the Tenth Expansion Property, shall be subject to all of the terms and conditions of the Declaration immediately upon recording of the Woodchase Second Plat and this Supplemental Declaration in the Office of the Recorder of Deeds for Clay County, Missouri, at Liberty.
5. Fencing Restriction on Restricted Lots. The Owners of Lots 46 through and including 56 (legally described on EXHIBIT B attached hereto) are hereby subjected to the following:
 - (a) Any fencing permitted on such Lots as set forth below shall be constructed of only natural cedar (unstained), dog eared pickets, no more than four (4) feet in height, with the finished side facing out, all as set forth in the fencing guidelines established from time to time by the Review Committee and no other fencing of any type shall be permitted thereon; and
 - (b) Such fencing shall be permitted only at locations on such Lots as are approved in advance by the Review Committee upon application of a Lot Owner affected hereby.
6. Association's Maintenance of Detention Tract and Detention Facilities. Pursuant to the Benson Place Detention Plat referred to in the Eighth Supplement identified on EXHIBIT A attached hereto, a Detention Tract was conveyed to the Association. Such Detention Tract also serves the Tenth Expansion Property. The Association previously entered into or will be entering into an agreement with the City pursuant to which the Association agrees to

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RECORDER OF DEEDS
JUN 20 2005

and shall maintain, repair and replace, when and as necessary, the storm water detention facilities constructed or to be constructed thereon by the Developer in accordance with the provisions of such agreement. The agreement is incorporated herein by this reference and the Association shall be responsible, at its cost, for complying with all provisions thereof from time to time.

7. Association's Maintenance of Tract A Private Open Space. Tract A of the Woodchase Second Plat has been reserved as private open space and, at its cost, the Association shall maintain the same as private open space.

8. Ratification of Declaration. The Developer, on behalf of itself and as the holder of a majority of the votes possible to be cast under the Declaration, hereby ratifies, affirms and confirms all covenants, conditions, restrictions and easements contained in the Declaration, which covenants, conditions and provisions shall run with the land and be binding upon the Owners, including the Developer, and their respective heirs, personal representatives, successors, transferees and assigns and all other persons or entities having, at any time, any right, title or interest in all, or any part of, the Property and any Lots, Tracts, Common Areas or Restricted Common Areas otherwise subject to the terms hereof.

IN WITNESS WHEREOF, the Developer has caused this Supplemental Declaration to be executed by its duly authorized officers as of the day and year first above written.

All signatures must be in black ink!

DEVELOPER:

HUNT MIDWEST REAL ESTATE DEVELOPMENT, INC.

{Corporate Seal}

By:

Ora Reynolds
Ora H. Reynolds, Vice President and General Manager
of Residential Development

ATTEST:

By:

Clayton L. Holder
Donald K. Hagan, Secretary
CLAYTON L. HOLDER, Asst Sec

ACKNOWLEDGMENT

STATE OF MISSOURI)
) S.S.
COUNTY OF CLAY)

On this 1st day of August, 2005, before me, the undersigned Notary Public in and for said County and State, personally appeared Ora H. Reynolds, who, being by me first duly sworn, did say that she is the Vice President and General Manager of Residential Development of Hunt Midwest Real Estate Development, Inc., a Missouri corporation, that she executed the foregoing instrument on behalf of said corporation under and with the authority of its Board of Directors and that she acknowledged that she so executed the same as the free act and deed of said corporation for the purposes therein stated.

DONNA K. WILLIS
Notary Public - Notary Seal
STATE OF MISSOURI
County of Clay

My Commission Expires November 1, 2005

Donna K. Willis
Signature of Notary Public
DONNA K. WILLIS
Notary Public - Notary Seal
STATE OF MISSOURI
County of Clay
Typed or Printed Name of Notary
My Commission Expires November 1, 2005

My Commission expires:

11/1/05

RETURN TO:
OFFICE OF THE CITY CLERK
414 E. 12th ST., 2nd Floor

EXHIBIT A
TO
THIRTEENTH SUPPLEMENT TO
DECLARATION OF HOMES ASSOCIATION AND
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS OF BENSON PLACE

Previous Supplements to Declaration

DATE EXECUTED/ DATE RECORDED	RECORDING INFORMATION	SUPPLEMENT #	INFORMATION
08-12-02/08-16-02	Doc #R29197/Book 3725, Page 928	First	Benson Place – Townhomes – 1 st Plat (1 st Expansion Property)
08-13-02/08-16-02	Doc #R29198/Book 3725, Page 933	Second	Benson Place – 1 st Plat (Landscaping and Fencing)
09-23-02/09-23-02	Doc #R36640/Book 3780, Page 238	Third	Benson Place – Sign Monumentation Easements
09-24-02/10-04-02	Doc #R39449/Book 3799, Page 120	Fourth	Benson Place – Patio Homes – 1 st Plat (2 nd Expansion Property)
04-25-03/07-25-03	Doc #S09742/Book 4246, Page 281	Fifth	Benson Place – 2 nd Plat (3 rd Expansion Property)
04-25-03/08-25-03	Doc #S18375/Book 4301, Page 819	Sixth	Benson Place – Townhomes – 2 nd Plat (4 th Expansion Property)
04-08-04/07-22-04	Doc. #S83939/Book 4696, Page 904	Seventh	Benson Place – 3 rd Plat (5 th Expansion Property) and Detention Plat
05-06-04/07-22-04	Doc. #S83944/Book 4696, Page 927	Eighth	Benson Place – Townhomes 3 rd Plat (6 th Expansion Property)
07-1904/10-07-04	Doc. #S98223/Book 4782, Page 789	Ninth	Benson Place – Woodchase – 1 st Plat (7 th Expansion Property)
10-01-04/01-26-05	Doc. #2003003637/Book 4889, Page 99	Tenth	Benson Place – Single Family – 4 th Plat (8 th Expansion Property)
02-17-05/05-06-05	Doc. #2005020572/Book 4992, Page 94	Eleventh	Benson Place – Replat – Lots 27 and 44
		Twelfth	Benson Place – 5 th Plat (9 th Expansion Property)

RETURN TO:
OFFICE OF THE CITY CLERK
414 E. 12th St., 2nd Floor
DENVER, CO 80202

EXHIBIT B
TO
THIRTEENTH SUPPLEMENT TO
DECLARATION OF HOMES ASSOCIATION AND
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS OF BENSON PLACE

Legal Description of Tenth Expansion Property:

Lots 46 through and including 91 and Tract A, BENSON PLACE WOODCHASE – SECOND PLAT, a subdivision in Kansas City, Clay County, Missouri, according to the recorded plat thereof.

Legal Description of Tenth Expansion Property Prior to Platting:

A subdivision of land in the Northeast Quarter and the Southeast Quarter of Section 34, Township 52, Range 32, Kansas City, Clay County, Missouri, being bounded and described as follows:

Beginning at the Southeast corner of said Northeast Quarter, said point being also the Northeast corner of BENSON PLACE WOODCHASE – FIRST PLAT, a subdivision in Kansas City, Clay County, Missouri; thence North 85°57'25" West along the Northerly line of said BENSON PLACE WOODCHASE – FIRST PLAT, 115.22 feet; thence South 89°39'48" West along said Northerly line, 167.20 feet; thence Northerly along said Northerly line, on a curve to the right, having an initial tangent bearing of North 0°20'12" West, a radius of 1975.00 feet, a central angle of 0°36'24", an arc distance of 20.91 feet; thence North 89°43'48" West along said Northerly line, 183.00 feet; thence North 01°19'47" East along said Northerly line, 42.27 feet; thence North 86°35'47" West along said Northerly line, 219.70 feet; thence North 88°10'38" West along said Northerly line, 133.94 feet; thence South 79°22'35" West along said Northerly line, 134.12 feet; thence South 66°01'56" West along said Northerly line, 178.23 feet; thence South 49°14'17" West along said Northerly line, 170.36 feet; thence South 50°53'20" West along said Northerly line, 50.00 feet; thence South 39°06'40" East along said Northerly line, 71.70 feet; thence South 50°53'20" West along said Northerly line, 130.00 feet; thence North 39°06'46" West, 156.31 feet; thence North 30°49'58" West, 88.61 feet; thence North 26°24'55" West, 88.86 feet; thence North 13°48'33" West, 536.20 feet; thence North 76°11'27" East, 130.00 feet; thence North 13°48'33" West, 14.37 feet; thence North 76°11'27" East, 180.00 feet; thence South 13°48'33" East, 84.71 feet; thence South 16°34'11" East, 50.00 feet; thence Southwesterly on a curve to the right, having an initial tangent bearing of South 73°25'49" West, a radius of 2025.00 feet, a central angle of 0°12'35", an arc distance of 7.42 feet; thence South 13°48'33" East, 154.95 feet; thence North 68°58'46" East, 224.94 feet; thence North 77°21'42" East, 86.12 feet; thence North 89°59'54" East, 409.30 feet; thence South 86°34'48" East, 72.54 feet; thence South 56°28'17" East, 68.43 feet; thence South 13°58'16" East, 44.67 feet; thence South 87°50'00" East, 130.56 feet; thence South 89°08'10" East, 50.00 feet; thence South 01°27'45" West, 5.75 feet; thence South 87°56'20" East, 142.96 feet; thence South 89°31'34" East, 120.92 feet to a point on the East line of said Northeast Quarter; thence South 0°28'26" West along said East line, 310.29 feet to the Point of Beginning. Containing 14.85 acres, more or less.

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CLERK
1212 ST. 2ND FLOOR
KANSAS CITY, MO 64108