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Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
 1/30/2012 10:45:17.31



2012009013

AFTER RECORDING RETURN TO:
 Robyn LaMar
 Applewood Heights HOA Manager
 P. O. Box 615
 Boys Town, NE 68010

**SECOND AMENDMENT TO DECLARATION
 OF COVENANTS, CONDITIONS AND RESTRICTIONS
 FOR APPLEWOOD HEIGHTS
 LOTS 1 THROUGH 213, INCLUSIVE**

The undersigns, constituting all of the members of the Board of Directors of Applewood Heights Homeowners Association, a Nebraska non-profit corporation (the "Association"), hereby approve and consent to the adoption of this Second Amendment (the "Amendment") to the Declaration of Covenants, Condition and Restrictions for Applewood Heights Lots 1 Through 213, Inclusive (the "Declaration"), and agree as follows:

WHEREAS, pursuant to Article VI Section B of the Declaration, the Declaration may be amended by an instrument signed by the owners of not less than seventy-five percent (75%) of the lots covered by the Declaration (the "Owners");

WHEREAS, from approximately November 2, 2011 through January 11, 2012, the Owners voted to amend Article III Section H of the Declaration by completing and signing a Covenant Amendment Ballot (the "Ballot") (a true and correct copy of the Ballot is attached hereto as Exhibit A);

WHEREAS, as of January 11, 2012, 163 Ballots were returned "In Favor" of the Amendment, 11 Ballots were returned "Opposed" to the Amendment, and 39 Ballots were not returned;

WHEREAS, the undersigns have reviewed the Ballots and affirm that the requisite seventy-five percent (75%) of the Owners voted "In Favor" of the Amendment;

WHEREAS, the undersigns and the Owners hereby desire to modify and amend the Declaration in the manner described below; and

WHEREAS, the Amendment shall relate to and affect certain real estate legally described as follows:

✓ 002425
~~002423~~

Lots 1 through 213, inclusive, Applewood Heights, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

NOW THEREFORE, the Declaration is hereby amended as follows:

1. The Declaration is hereby amended such that the text of Article III Section H of the Declaration shall be deleted in its entirety and the following shall be substituted therefor:

“All dwellings shall be roofed with:

- i. wood shakes or wood shingles;**
- ii. synthetic shake shingles with the appearance, color, texture, and thickness of natural wood shakes;**
- iii. minimum two-piece laminated fiberglass shingles including the Heritage® Series Laminated Asphalt Shingles manufactured by TAMKO®, the Landmark™ Series Shingles manufactured by CertainTeed, or the Presidential Shake™ manufactured by CertainTeed; provided, however, that the exclusive color of all such shingles shall be “Weathered Wood” and shall weigh no less than 235 pounds per 100 square feet; or**
- iv. any material pre-approved by the Architectural Control Committee; provided, however, that the Architectural Control Committee shall only approve of materials similar in appearance, texture and quality as those materials enumerated in items (i), (ii) and (iii) above. The Architectural Control Committee shall at all times maintain and publish a list of pre-approved roofing materials.”**

2. Except as hereby amended, the Declaration remains in full force and effect.

IN WITNESS WHEREOF, the undersigns have executed this Second Amendment to the Declaration of Covenants, Conditions and Restrictions for Applewood Heights Lots 1 Through 213, Inclusive, a subdivision in Douglas County, Nebraska upon the date noted on each respective signature below, and the Owners have executed and confirmed their approval of the same as set forth on their respective Ballots.

Aric Wenzl

Aric Wenzl, Director and President

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 17 day of January, 2012 by Aric Wenzl, Director and President of the Applewood Heights Homeowners Association, a Nebraska non-profit corporation, on behalf of said corporation.

Rebecca Bower

Notary Public



Barbara J Osborn

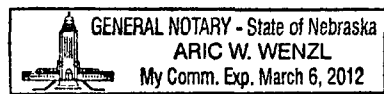
Barb Osborn, Director and Vice President

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 17 day of January, 2012 by Barb Osborn, Director and Vice President of the Applewood Heights Homeowners Association, a Nebraska non-profit corporation, on behalf of said corporation.

Aric Wenzl

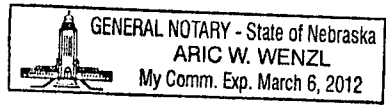
Notary Public



Marcie H Bergquist
Marcie Bergquist, Director and Treasurer

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 17 day of January, 2012 by Marcie Bergquist, Director and Treasurer of the Appplewood Heights Homeowners Association, a Nebraska non-profit corporation, on behalf of said corporation.

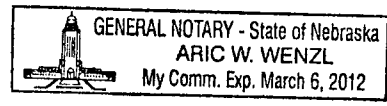


Aric W Wenzl
Notary Public

[Signature]
Sara Komen, Director and Secretary

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 17 day of January, 2012 by Sara Komen, Director and Secretary of the Appplewood Heights Homeowners Association, a Nebraska non-profit corporation, on behalf of said corporation.



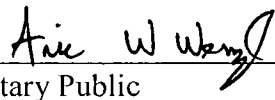
Aric W Wenzl
Notary Public



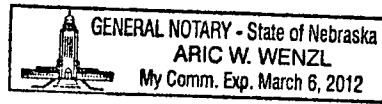
Earl vonRenzell, Director

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

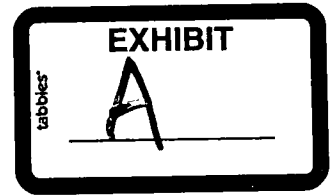
The foregoing instrument was acknowledged before me this 17 day of January, 2012 by Earl vonRenzell, Director of the Applewood Heights Homeowners Association, a Nebraska non-profit corporation, on behalf of said corporation.



Notary Public



Applewood Heights Homeowners Association
Covenant Amendment Ballot



“All dwellings shall be roofed with:

- i. wood shakes or wood shingles;
- ii. synthetic shake shingles with the appearance, color, texture, and thickness of natural wood shakes;
- iii. minimum two-piece laminated fiberglass shingles including the Heritage® Series Laminated Asphalt Shingles manufactured by TAMKO®, the Landmark™ Series Shingles manufactured by CertainTeed, or the Presidential Shake™ manufactured by CertainTeed; provided, however, that the exclusive color of all such shingles shall be “Weathered Wood” and shall weigh no less than 235 pounds per 100 square feet; or
- iv. any material pre-approved by the Architectural Control Committee; provided, however, that the Architectural Control Committee shall only approve of materials similar in appearance, texture and quality as those materials enumerated in items (i), (ii) and (iii) above. The Architectural Control Committee shall at all times maintain and publish a list of pre-approved roofing materials.”

A vote “**In Favor**” is a vote in support of amending the Covenants with the language shown above.

A vote “**Opposed**” is a vote to maintain the Covenants as they are currently written.¹

Homeowner Name: _____ Lot Number: _____

Homeowner Signature: _____

Address: _____

In Favor Opposed

Please mail your completed ballot to:
Applewood Heights HOA Manager, P.O. Box 615, Boys Town, NE 68010

¹ See Article III(H) of the Phase 1 Covenants, Article III(H) of the Phase 2 Covenants, and Article III(G) of the Phase 3 Covenants.