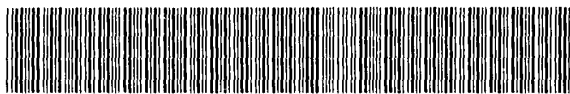


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Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
2/4/2011 13:08:20.95



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SECOND AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS OF CATTAIL CREEK TWO TOWNHOMES

THIS SECOND AMENDMENT TO THE DECLARATION OF COVENANTS,
CONDITIONS, AND RESTRICTIONS OF CATTAIL CREEK TWO TOWNHOMES
(the "Second Amendment") is made on the date hereinafter set forth by Celebrity Homes,
Inc., a Nebraska corporation, f/k/a Celebrity Townhomes, Inc. (the "Declarant").

RECITALS

WHEREAS, on or about August 6, 2003, a document entitled Declaration of
Covenants, Conditions, and Restrictions of Cattail Creek Two Townhomes (hereinafter
the "Original Declaration") for Lots 1 through 92, inclusive, CATTAIL CREEK
REPLAT TWO, a subdivision as surveyed, platted and recorded in Douglas County,
Nebraska, was recorded by Celebrity Townhomes, Inc., Declarant, in the office of the
Register of Deeds of Douglas County, Nebraska as Instrument 2003147734.

WHEREAS, Article XI, Section 3, of the Original Declaration provides that the
covenants and restrictions of the Original Declaration may be amended by Declarant for a
period of 20 years from the date the Original Declaration is recorded; and

WHEREAS, Declarant desires to amend the Original Declaration upon the terms
and conditions stated herein.

NOW, THEREFORE, Declarant hereby declares that the Original Declaration
should be and hereby is amended in the following manner:

- 1. By adding thereto and adding in its place and stead the following as
Article III, Section 11:

Section 11. Special Assessments for Capital Improvements and
Extraordinary Expenses. In addition to the annual assessments authorized
above, the Association may levy, in any assessment year, a special
assessment applicable to that year only for the purpose of defraying, in
whole or in part, the cost of any construction, reconstruction, repair or
replacement of a capital improvement upon the Common Area, including
fixtures and personal property related thereto, or to account for the

RETURN TO:
THOMPSON LAW OFFICE
13906 GOLD CTR STE 201
OMAHA, NE 68144

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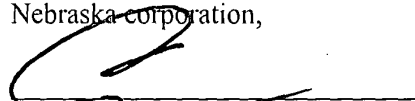
expenditure of any extraordinary and unanticipated expense of the Association, provided that any such assessment shall have the assent of two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose.

- 2. Except as specifically amended herein, the Original Declaration shall remain in full force and effect as originally executed with any amendments to date. The covenants and restrictions of this Second Amendment shall run with and bind the land described herein and shall have the same legal effect as the Original Declaration.

Dated this 3RD day of February, 2011.

CELEBRITY HOMES, INC., a
Nebraska corporation,

By:


CHAD LARSEN, Vice-President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 3rd day of February 2011, the foregoing instrument was acknowledged before me, a Notary Public, by Chad Larsen, Vice-President of Celebrity Homes, Inc., a Nebraska corporation, acting on behalf of said corporation.


NOTARY PUBLIC

