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 Register of Deeds, Douglas County, NE
 6/12/2009 14:50:37.32



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(Space above reserved for Recorder of Deeds certification)

FIRST AMENDMENT TO
 DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
 FOR AKSARBEN VILLAGE
 OMAHA, DOUGLAS COUNTY, NEBRASKA

Return to:
 Kendra J. Ringenberg
 Koley Jessen P.C., L.L.O.
 1125 South 103rd Street, Suite 800
 Omaha, NE 68124

404624

FIRST AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR AKSARBEN VILLAGE

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR AKSARBEN VILLAGE ("Amendment") is made and entered into as of June 8th, 2009 (the "Effective Date"), by and among the AK-SAR-BEN FUTURE TRUST, a Nebraska non-profit corporation ("AFT"), AKSARBEN APARTMENTS, L.L.C., a Nebraska limited liability company ("Broadmoor"), GEORGETOWN PROPERTIES, LLC, a Nebraska limited liability company ("Georgetown"), ZONE 5, LLC, a Nebraska limited liability company ("Zone 5"), NODDLE AV2, L.L.C. ("AV2"), NODDLE AV3, L.L.C. ("AV3"), NODDLE AV4, L.L.C. ("AV4"), NODDLE AV6, L.L.C. ("AV6"), and ZONE THREE COMMONS, L.L.C. ("Commons"), each a Nebraska limited liability company (AV2, AV3, AV4, AV6 and Commons shall be collectively referred to herein as "Noddle Entities"), W & S JOINT VENTURE, LLC, a Kansas limited liability company ("W&S"), QUADTECH, LLC, a Nebraska limited liability company ("QuadTech") and DLR Group, Inc., a Nebraska corporation ("DLR").

WHEREAS, AFT, Georgetown, The Board of Regents of The University of Nebraska, a body corporate existing under the laws of the State of Nebraska and The University of Nebraska Foundation, a Nebraska nonprofit corporation (the "Foundation") entered into that certain Declaration of Covenants, Conditions and Restrictions dated as of August 2, 2007 and recorded August 15, 2007 as Instrument Number 2007093504 in the Office of the Register of Deeds, Douglas County, Nebraska (the "Declaration");

WHEREAS, AFT, Broadmoor, Georgetown, Zone 5, Noddle Entities, W&S, QuadTech and DLR are the record owners of all of the land within the Village Area more particularly described on Exhibit "A" and, as such, represent all of the "Voting Owners" (as defined in Section 4(b) of the Declaration), except that QuadTech, as "STC" under the Declaration, is a nonvoting ex-officio member of the Association;

WHEREAS, the Voting Owners wish to modify the Declaration according to the terms and conditions set forth in this Amendment;

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Terms. All terms capitalized herein and not otherwise defined shall have the meanings ascribed to them in the Declaration.

2. STC General Assessments. Section 4(c)(i) of the Declaration is hereby deleted in its entirety and replaced with the following:

"For as long as STC or a related entity is an ex-officio member of the Association, STC shall pay 12.5% of the O&M costs; provided, that in the event all or substantially all of Zone 7 is not owned by STC or a related entity, such Zone shall be responsible for all O&M costs in the manner described in Subsection (ii) below."

3. Exhibit G. Exhibit G to the Declaration is hereby deleted in its entirety.

4. Full Force and Effect. Except as expressly provided in this Amendment, the Declaration remains unmodified and in full force and effect.

5. Counterpart Execution. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same agreement and shall become effective when one or more counterparts have been signed by each of the parties hereto.

[Remainder of Page Intentionally Left Blank and Signature Page Follows.]

IN WITNESS WHEREOF, the parties hereto have signed this Amendment the day and year first above written.

AK-SAR-BEN FUTURE TRUST

By: [Signature]
Its: CHAIRMAN

AKSARBEN APARTMENTS, LLC, a Nebraska limited liability company

By: _____
Its: _____

GEORGETOWN PROPERTIES, LLC, a Nebraska limited liability company

By: _____
Its: _____

ZONE 5, LLC, a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV2, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV3, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

IN WITNESS WHEREOF, the parties hereto have signed this Amendment the day and year first above written.

AK-SAR-BEN FUTURE TRUST

By: _____
Its: _____

AKSARBEN APARTMENTS, LLC, a Nebraska limited liability company

By: David M. Kope
Its: MANAGER

GEORGETOWN PROPERTIES, LLC, a Nebraska limited liability company

By: _____
Its: _____

ZONE 5, LLC, a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV2, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV3, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

IN WITNESS WHEREOF, the parties hereto have signed this Amendment the day and year first above written.

AK-SAR-BEN FUTURE TRUST

By: _____
Its: _____

AKSARBEN APARTMENTS, LLC, a Nebraska limited liability company

By: _____
Its: _____

GEORGETOWN PROPERTIES, LLC, a Nebraska limited liability company

By: Robert Hancock
Its: MANAGER

ZONE 5, LLC, a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV2, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV3, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

IN WITNESS WHEREOF, the parties hereto have signed this Amendment the day and year first above written.

AK-SAR-BEN FUTURE TRUST

By: _____
Its: _____

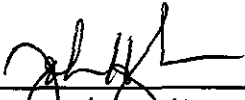
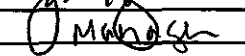
AKSARBEN APARTMENTS, LLC, a Nebraska limited liability company

By: _____
Its: _____

GEORGETOWN PROPERTIES, LLC, a Nebraska limited liability company

By: _____
Its: _____

ZONE 5, LLC, a Nebraska limited liability company

By:  _____
Its:  _____

NODDLE AV2, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV3, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

IN WITNESS WHEREOF, the parties hereto have signed this Amendment the day and year first above written.

AK-SAR-BEN FUTURE TRUST

By: _____
Its: _____

AKSARBEN APARTMENTS, LLC, a Nebraska limited liability company

By: _____
Its: _____


GEORGETOWN PROPERTIES, LLC, a Nebraska limited liability company

By: _____
Its: _____

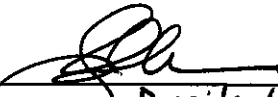
ZONE 5, LLC, a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV2, L.L.C., a Nebraska limited liability company

By:  _____
Its: President


NODDLE AV3, L.L.C., a Nebraska limited liability company

By:  _____
Its: President


NODDLE AV4, L.L.C., a Nebraska limited liability company

By: 
Its: President

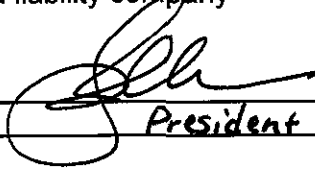
NODDLE AV5, L.L.C., a Nebraska limited liability company

By: 
Its: President

NODDLE AV6, L.L.C., a Nebraska limited liability company

By: 
Its: President

ZONE THREE COMMONS, L.L.C., a Nebraska limited liability company

By: 
Its: President

W&S JOINT VENTURE, LLC, a Kansas limited liability company

By: _____
Its: _____

QUADTECH, LLC, a Nebraska limited liability company

By: _____
Its: _____

DLR GROUP, INC., a Nebraska corporation

By: _____
Its: _____

NODDLE AV4, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV5, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV6, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

ZONE THREE COMMONS, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

W&S JOINT VENTURE, LLC, a Kansas limited liability company

By: ATH Wren's
Its: mg-partner

QUADTECH, LLC, a Nebraska limited liability company

By: _____
Its: _____

DLR GROUP, INC., a Nebraska corporation

By: _____
Its: _____

NODDLE AV4, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV5, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV6, L.L.C., a Nebraska limited liability company

By: _____
ts: _____

ZONE THREE COMMONS, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

W&S JOINT VENTURE, LLC, a Kansas limited liability company

By: _____
Its: _____

QUADTECH, LLC, a Nebraska limited liability company

By: W. David Sizer
Its: President, Tetrad Corporation, Manager

DLR GROUP, INC., a Nebraska corporation

By: _____
Its: _____

NODDLE AV4, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV5, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

NODDLE AV6, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

ZONE THREE COMMONS, L.L.C., a Nebraska limited liability company

By: _____
Its: _____

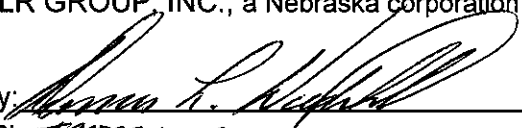
W&S JOINT VENTURE, LLC, a Kansas limited liability company

By: _____
Its: _____

QUADTECH, LLC, a Nebraska limited liability company

By: _____
Its: _____

INVESTMENTS
DLR GROUP, INC., a Nebraska corporation

By: 
Its: *TREASURER*

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 18 day of May, 2009 by Kenneth E. Stinson of Ak-Sar-Ben Future Trust, a Nebraska non-profit corporation, on behalf of said corporation.

Cheryl R. Gardner
Notary Public



My commission expires on March 3, 2013

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this ___ day of _____, 2009 by _____, _____ of Aksarben Apartments, L.L.C., a Nebraska limited liability company, on behalf of said company.

Notary Public

My commission expires on _____.

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this ___ day of _____, 2009 by _____, _____ of Ak-Sar-Ben Future Trust, a Nebraska non-profit corporation, on behalf of said corporation.

Notary Public

My commission expires on _____.

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 5 day of May, 2009 by Howard Keger, Manager of Aksarben Apartments, L.L.C., a Nebraska limited liability company, on behalf of said company.



Janet Pacula Roos

Notary Public

My commission expires on 11/02/12.

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 5 day of May, 2009 by Robert Hancock Manager of Georgetown Properties, LLC., a Nebraska limited liability company, on behalf of said company.



Notary Public

My commission expires on 6/28/2009



STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this ___ day of _____, 2009 by _____, _____ of Zone 5, LLC., a Nebraska limited liability company, on behalf of said company.

Notary Public

My commission expires on _____.

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this ___ day of _____, 2009 by _____, _____ of Georgetown Properties, LLC., a Nebraska limited liability company, on behalf of said company.

Notary Public

My commission expires on _____.

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 8th day of JUNE, 2009 by JOHN HUGHES, MANAGER of Zone 5, LLC., a Nebraska limited liability company, on behalf of said company.

Teresa L. Barnes

Notary Public



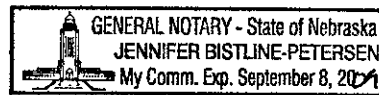
My commission expires on _____.

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 4th day of May, 2009 by Jay B. Noddle, President of Noddle AV2, L.L.C., a Nebraska limited liability company, on behalf of said company.

Jennifer Bistline-Petersen
Notary Public

My commission expires on 9/08/2009.

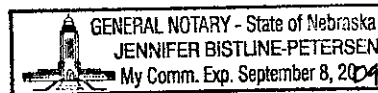


STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 4th day of May, 2009 by Jay B. Noddle, President of Noddle AV3, L.L.C., a Nebraska limited liability company, on behalf of said company.

Jennifer Bistline-Petersen
Notary Public

My commission expires on 9/08/2009.

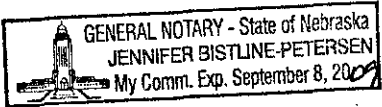


STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 4th day of May, 2009 by Jay B. Noddle, President of Noddle AV4, L.L.C., a Nebraska limited liability company, on behalf of said company.

Jennifer Bistline-Petersen
Notary Public

My commission expires on 9/08/2009.

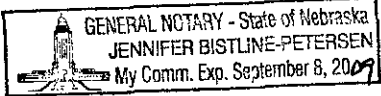


STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 4th day of May, 2009 by Jay B. Noddle, President of Noddle AV5, L.L.C., a Nebraska limited liability company, on behalf of said company.

Jennifer Bistline-Petersen
Notary Public

My commission expires on 9/08/2009.

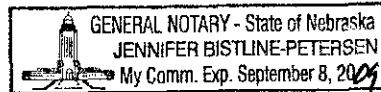


STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 4th day of May, 2009 by Jay B. Noddle, President of Noddle AV6, L.L.C., a Nebraska limited liability company, on behalf of said company.

Jennifer Bistline-Petersen
Notary Public

My commission expires on 9/08/2009.

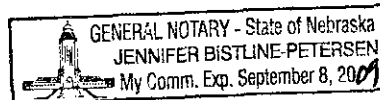


STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 4th day of May, 2009 by Jay B. Noddle, President of Zone Three Commons, L.L.C., a Nebraska limited liability company, on behalf of said company.

Jennifer Bistline-Petersen
Notary Public

My commission expires on 9/08/2009.



Kansas
STATE OF NEBRASKA)
Johnson) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 8th day of June, 2009 by RICHARD H. WILES MANAGING PARTNER of W&S Joint Venture, LLC, a Kansas limited liability company, on behalf of said company.

Kelli L. Cupp

Notary Public

My commission expires on 3-20-2012.

Kelli L. Cupp
Notary Public - State of Kansas
My Appt. Expires 3-20-2012

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this ___ day of _____, 2009 by _____, _____ of QuadTech, LLC, a Nebraska limited liability company, on behalf of said company.

Notary Public

My commission expires on _____.

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this ___ day of _____, 2009 by _____, _____ of W&S Joint Venture, LLC, a Kansas limited liability company, on behalf of said company.

Notary Public

My commission expires on _____.

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 5 day of June, 2009 by W David Scott, _____ of QuadTech, LLC, a Nebraska limited liability company, on behalf of said company. *President, Tehrad Corporation, Manager of Quad Tech LLC*



Marsha K Marron
Notary Public

My commission expires on 7/17/11.

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the foregoing First Amendment to the Declaration of Covenants, Conditions and Restrictions for Aksarben Village was acknowledged before me this 4 day of May, 2009 by Dennis L. Wiederholt, Treasurer of DLR Group, Inc., a Nebraska corporation, on behalf of said company.
Investments

Nancy J. Waltke
Notary Public

My commission expires on 5/1/2012.

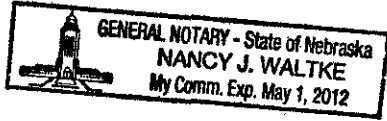


Exhibit "A"
Legal Description

Lots One (1), Two (2), Six (6), Nine (9) and Fourteen (14), Aksarben Village, an addition to the City of Omaha, Douglas County, Nebraska. SS. 00231

Lots One (1) and Two (2) of the Aksarben Village Replat 2, an addition to the City of Omaha, Douglas County, Nebraska. SS. 00233

Lots One (1) and Two (2) of the Aksarben Village Replat 3, an addition to the City of Omaha, Douglas County, Nebraska. SS. 00234

Lots One (1) and Two (2) of the Aksarben Village Replat 4, an addition to the City of Omaha, Douglas County, Nebraska. SS. 00235

Lots One (1) and Two (2) of the Aksarben Village Replat 5, an addition to the City of Omaha, Douglas County, Nebraska. SS. 00236

Lots One (1), Two (2), Three (3) and Four (4) of the Aksarben Village Replat 6, an addition to the City of Omaha, Douglas County, Nebraska. SS. 00239

Lot One (1) of the Aksarben Village Replat 7, an addition to the City of Omaha, Douglas County, Nebraska. SS. 00237

Lots One (1), Two (2), Three (3), Four (4), Five (5) and Six (6) of the Aksarben Village Replat 8, an addition to the City of Omaha, Douglas County, Nebraska. SS. 00238

Lots One (1), Two (2) and Three (3) of the Aksarben Village Replat 9, an addition to the City of Omaha, Douglas County, Nebraska. SS. 00241