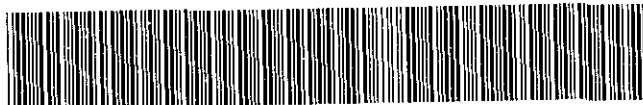




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Received - RICHARD TAKECHI
Register of Deeds, Douglas County, NE
6/10/2004 15:23:20.84



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**FIRST AMENDMENT TO THE
DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND EASEMENTS
OF MEADOW RIDGE AND SHADOWBROOK**

THIS FIRST AMENDMENT is made by HEARTHSTONE HOMES, INC., assignee of Declarant's rights, hereinafter referred to as the "Declarant," and made to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, a subdivision in Douglas County, Nebraska, dated December 22, 2003 and recorded as Document No. 2003248549 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on December 29, 2003 (hereinafter referred to as the "Declaration").

PRELIMINARY STATEMENT

Article IV, Paragraph 2 of the Declaration provides that the covenants and restrictions of the Declaration may be amended by the Declarant for a period of 10 years following December 22, 2003.

NOW, THEREFORE, Declarant hereby declares that the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, a subdivision in Douglas County, Nebraska, dated December 22, 2003 and recorded as Document No. 2003248549 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on December 29, 2003, should be and hereby are amended in the following manner:

1. By deleting therefrom the legal description in the Preliminary Statement and adding in its place and stead the following:

Lots 152 thru 222, inclusive, and Lots 225 thru 260, inclusive, and Lots 263 thru 481, inclusive, and Outlots "A," "B," and "C," all in Meadow Ridge; Lots 1 thru 139, inclusive, all in Meadow Ridge Replat One; Lots 1 and 2, in Meadow Ridge Replat 2; and Lots 1 and 2, in Meadow Ridge Replat 3, subdivisions as surveyed, platted and recorded in Douglas County, Nebraska,

2. By deleting therefrom subsection c of paragraph 1 of Article II and adding in its place and stead the following:

(c) "Properties" shall mean and refer to: Lots 152 thru 222, inclusive, and Lots 225 thru 260, inclusive, and Lots 263 thru 481, inclusive, and Outlots "A," "B," and "C," all in Meadow Ridge; Lots 1 thru 139, inclusive, all in Meadow Ridge Replat One; Lots 1 and 2, in Meadow Ridge Replat 2; and Lots 1 and 2, in Meadow Ridge Replat 3, subdivisions as surveyed, platted and recorded in Douglas County, Nebraska

Ret
FULLENKAMP, DOYLE & JOBEUN
11440 WEST CENTER ROAD
OMAHA, NEBRASKA 68144-4482
AJH

misc
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472
FEE *246.00* FB *0J-25059*
BKP _____ C/O _____ COMP _____
DEL _____ SCAN _____ FV _____
0J-25030
0J-25061
0J-25062

31426

All other terms of said Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has caused these presents to be executed this 7th day of May 2004.

HEARTHSTONE HOMES, INC., "Declarant"

By: [Signature]
John J. Smith, President

Consented to this 10 day of May 2004.

STATE STREET, LLC,

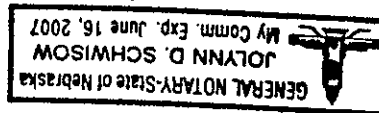
By: [Signature]
Barbara Udes Shaw, Manager

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was signed before me this 7 day of May 2004, by John J. Smith, President of HearthStone Homes, Inc., a Nebraska corporation, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that he executed the same as his voluntary act and deed on behalf of said corporation.

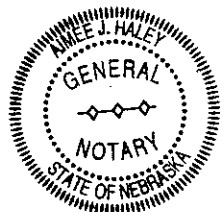
[Signature]
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)



The foregoing instrument was signed before me this 10 day of May 2004, by Barbara Udes Shaw, Manager of State Street, LLC, a Nebraska limited liability company, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that she executed the same as her voluntary act and deed as Manager of said limited liability company.

[Signature]
Notary Public



MY COMMISSION EXPIRES:
May 26, 2006