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Amendment and Extension
of
DECLARATION

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GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NEBR.

Lots 372 through 416, REGENCY 6th ADDITION

This AMENDMENT and EXTENSION of DECLARATION made September 23, 1988, by

REGENCY TOWNHOMES II ASSOCIATION, a Nebraska non-profit corporation with its registered office in Omaha, Douglas County, Nebraska, hereafter called "Declarant";

WITNESSETH: THAT,

Whereas, Regency, Inc., a Nebraska business corporation wholly owned by United of Omaha Life Insurance Company (formerly named "United Benefit Life Insurance Company"), a Nebraska insurance corporation with its registered office in Omaha, Douglas County, Nebraska, hereafter called "United", and others then owning all of certain parts of Sections 20 and 21, Township 15 North, Range 12 East of the Sixth Principal Meridian in Douglas County, Nebraska, have heretofore agreed, pursuant to an unrecorded Indenture executed May 19, 1968, that so much thereof as comprises Lots 372 through 416, Regency 6th Addition, formerly a subdivision in and now an addition to City of Omaha, Douglas County, Nebraska, as surveyed, platted, and recorded, hereafter called "Regency 6", would be subject to conditions and other terms appropriate, convenient, or necessary to preserve and promote its clustered private residential character, inclusive of membership in Declarant, in conformity to and coordination with the general scheme of development and use expressed in said unrecorded Indenture throughout the period to be ended after December 31, 1988, or such later date as might be fixed through formal corporate action of Declarant;

Whereas, said United has heretofore provided, pursuant to said unrecorded Indenture and to a certain Declaration executed October 24, 1978, and recorded at Pages 392 through 400 of Book 609 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, as to Regency 6 for the creation and imposition thereon of certain conditions and other terms set out in said Declaration and for the inclusion of Lots 372 through 415 thereof in membership in Regency Homes Association, a Nebraska non-profit corporation hereafter called "Homes Association", and also in membership in Declarant; and both said Homes Association and Declarant have heretofore accepted such respective inclusions in their respective memberships; and

Whereas, said Homes Association has heretofore provided upon due exercise of its corporate authority and power in the manner set out in its Articles of Incorporation and its By-Laws, as amended, pursuant to Paragraph 4 of said Declaration executed October 24, 1978, to Paragraph 6a of a certain Declaration executed March 19, 1968, by said Regency, Inc., and recorded at Pages 103 through 115 of Book 461 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, and to Paragraph 2 of a certain

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Amendment and Extension of Declarations and Supplementary Declarations executed August 23, 1988, by said Homes Association and recorded at Pages 741 through 749 of Book 859 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the extension of the inclusion in membership in said Homes Association of Lots 372 through 415 of Regency 6 throughout the period to be ended after December 31, 2028, or such later date as might be fixed through formal corporate action of said Homes Association;

Now, Therefore, in consideration of the matters herein recited and upon due exercise of its corporate authority and power in the manner set out in its Articles of Incorporation and its By-Laws, Declarant does hereby

AMEND and EXTEND said Declaration as follows, to-wit:

1. Paragraph 2 of said Declaration executed October 24, 1978, as to Regency 6 is and will be amended forthwith by substitution of the date, "December 31, 2028," for and in the place of the date, "December 31, 1998," so as to extend throughout the period ended on or after such substituted later date the applicability to the involved property and the enforceability of the covenants.

2. In conformity with and recognition of such amendment and extension effectuated by said Homes Association, Paragraph 4 of said Declaration executed October 24, 1978, as to Regency 6 is and will be amended as from August 23, 1988, by substitution of the date, "December 31, 2028," for and in place of the date, "December 31, 1998," so as to reflect the extension throughout the period ended on or after such substituted later date of the benefit and burden for the involved property of membership in said Homes Association.

3. Paragraph 5 of said Declaration executed October 24, 1978, as to Regency 6 is and will be amended forthwith by substitution of the date, "December 31, 2028," for and in place of the date, "December 31, 1998," so as extend throughout the period ended on or after such substituted later date the benefit and burden for the involved property of membership in Declarant.

IN WITNESS WHEREOF, Declarant has executed this Amendment and Extension of Declaration at Omaha, Douglas County, Nebraska.

REGENCY TOWNHOMES II ASSOCIATION



By [Signature]
V. Warren Thompson
Its President

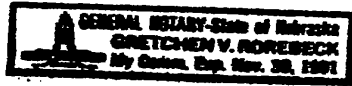
By [Signature]
Betty L. Shum
Its Secretary

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STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

Before me, a Notary Public qualified for said County, personally appeared T. Warren Thompson, President of Regency Townhomes II Association, a Nebraska non-profit corporation, known to me to be the President and identical person who executed the foregoing instrument, acknowledged the execution thereof to be his voluntary act and deed as such officer and the voluntary act and deed of said corporation, and declared the execution and delivery thereof to be duly authorized and its corporate seal to be thereto affixed by its authority.

WITNESS my hand and Notarial Seal on September 25, 1988.



Gretchen V. Forebeck

Notary Public

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