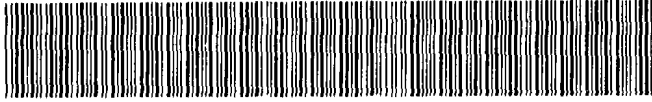


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**THIRD AMENDMENT TO THE DECLARATION  
OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS OF  
RIDGEMOOR**

This Third Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements of Ridgemoor ("Third Amendment") is made effective on this 27<sup>th</sup> day of March, 2011 (the "Effective Date"), by HEARTHSTONE HOMES, INC., a Nebraska corporation, successor-in-interest to STONE CREEK PLAZA, LLC a Nebraska Limited Liability Company (hereinafter referred to as the "Declarant").

**RECITALS**

A. Pursuant to Article II, Section 2(a) of the Declaration of Covenants, Conditions, Restrictions and Easements of Ridgemoor dated November 6, 2007, which was recorded in the office of the Register of Deeds of Douglas County, Nebraska, Instrument No. 2007124737, as amended by that First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Ridgemoor dated May 5, 2008, which was recorded in the office of the Register of Deeds of Douglas County, Nebraska, Instrument No. 2008044478, as further amended by that Second Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Ridgemoor dated April 21, 2010, which was recorded in the office of the Register of Deeds of Douglas County, Nebraska, Instrument No. 2010039913 (collectively the "Declaration"), the Declarant has the power and authority to amend the Declaration to include additional property into the residential subdivision known as "Ridgemoor".

B. Declarant desires to amend the Declaration for the purposes of including Lots 311 through 332, inclusive, Shadowbrook, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska (collectively, the "Additional Lots"), into the residential subdivision known as "Ridgemoor". By virtue of this Third Amendment, the Additional Lots are intended to be included within the definition of "Properties" as set forth in Article II, Section 1(c) of the Declaration.

C. Declarant intends by this Third Amendment to impose upon the Additional Lots covenants, conditions, restrictions for the improvement, development, maintenance and use of the Additional Lots in accordance with the terms and conditions of the Declaration as if fully set forth herein.

D. Declarant further intends by this Third Amendment to include the Owners of the Additional Lots into the Association as automatic mandatory members therein.

E. By virtue of the recording of this Third Amendment, the Additional Lots shall be owned, held, transferred, sold, leased, conveyed, developed, used, occupied, improved and mortgaged or otherwise encumbered subject to the provisions of the Declaration and every grantee of any interest in the Additional Lots or any portion thereof, by acceptance of a deed or other conveyance of such interest, whether or not such deed or other conveyance of such interest shall be signed by such person and whether or not such person shall otherwise consent in writing, shall own and take subject to the provisions of the Declaration and shall be deemed to have consented to the terms hereof.

F. Declarant does hereby specify, agree, designate and direct that this Declaration and all of its provisions shall be and are covenants to run with the Properties, including the Additional Lots, and shall be binding on the present owners of the Properties, including the Additional Lots, and all its successors and assigns and all subsequent owners of the Properties, including the Additional Lots, together with their grantees successors, heirs, executors, administrators, devisees and assigns.

NOW, THEREFORE, the Declarant hereby declares that the Declaration should be and hereby is amended as follows:

1. Definitions. Unless otherwise defined in this Third Amendment, all capitalized terms used in this Third Amendment shall have the same meanings ascribed to such terms in the Declaration.

2. Additional Lots. The Additional Lots shall be subject to all of the terms and conditions of the Declaration, and all of the terms and conditions of the Declaration and the Recitals set forth above, are hereby incorporated into this Third Amendment as if fully set forth herein.

3. Amendments.

A. By deleting in its entirety the legal description in the first paragraph of the "Preliminary Statement" of the Declaration, and replacing it with the following:

Lots 1 through 183, inclusive, Lots 186 through 206, inclusive, } OS - 32915  
Lots 207 through 356, inclusive, and Outlot "A", Ridgemoor, as }  
surveyed, platted and recorded in Douglas County, Nebraska; and }  
Lots 311 through 332, inclusive, Shadowbrook, a Subdivision as } OS - 35228  
surveyed, platted and recorded in Douglas County, Nebraska. }

B. By deleting Article II, Section 1(c) in its entirety and replacing it with the following:

"Properties" shall mean and refer to Lots 1 through 183, inclusive,  
Lots 186 through 206, inclusive, Lots 207 through 356, inclusive,

and Outlot "A", Ridgemoor, as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 311 through 332, inclusive, Shadowbrook, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

4. No Other Amendments. Except as set forth herein, all of the other terms and conditions of the Declaration shall remain the same and in full force and effect.

5. Indexing of this Third Amendment. This Third Amendment shall be recorded and indexed against all the Properties legally described in Section 3B, above.

IN WITNESS WHEREOF, the Declarant has caused this Third Amendment to be executed this 27<sup>th</sup> day of March, 2011.

DECLARANT:

HEARTHSTONE HOMES, INC., a  
Nebraska corporation,

By: [Signature]  
Its: \_\_\_\_\_

STATE OF NEBRASKA    )  
  )ss.  
COUNTY OF DOUGLAS    )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of March, 2011, by Neil Smith, the Vice-President of Hearthstone Homes, Inc. a Nebraska corporation, on behalf of the corporation.

SEAL  GENERAL NOTARY - State of Nebraska  
CHRISTIE K. GROEBLI  
My Comm. Exp. Jan. 1, 2013

[Signature]  
Notary Public

**CONSENT OF STONE CREEK PLAZA, LLC**

In accordance with the terms and conditions of that Revocable Assignment and Assumption of Declarant Rights and Notice dated October 22, 2007, and recorded in the office of the Douglas County Register of Deeds, Instrument No. 2007124738, Stone Creek Plaza, LLC, a Nebraska limited liability company, hereby consents to the foregoing Third Amendment.

Executed this 15 day of March, 2011.

STONE CREEK PLAZA, LLC, a  
Nebraska limited liability company,

By: Gerald L. Torczon  
Gerald L. Torczon  
Managing Member

STATE OF NEBRASKA    )  
  ) ss.  
COUNTY OF SARPY    )

The foregoing instrument was acknowledged before me this 15 day of March, 2011, by Gerald L. Torczon, Managing Member of Stone Creek Plaza, LLC, a Nebraska limited liability company, on behalf of said limited liability company.

SEAL

Doris J. Nicholson  
Notary Public

