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Register of Deeds, Douglas County, NE
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**FIRST AMENDMENT TO THE DECLARATION
OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS OF RIDGEMOOR**

THIS FIRST AMENDMENT is made on the date hereinafter set forth by STONE CREEK PLAZA, LLC a Nebraska Limited Liability Company, and HEARTHSTONE HOMES, INC., a Nebraska corporation, hereinafter referred to as the "Declarant."

RECITALS

A. On November 6, 2007 a document entitled Declaration of Covenants, Conditions, Restrictions and Easements of Ridgemoor (hereinafter the "Declaration") for Lots 1 thru 183, inclusive and Outlot "A", Ridgemoor, a subdivision as surveyed, platted and recorded, was recorded by the Declarant in the Register of Deeds of Douglas County, Nebraska as Instrument Number 2007124737;

B. On November 6, 2007 a document entitled Revocable Assignment and Assumption of Declarant Rights and Notice was filed for Lots 1 thru 183, inclusive and Outlot "A", Ridgemoor, a subdivision as surveyed, platted and recorded, was recorded by the Stone Creek Plaza, LLC granting declarant status to the Declarant, Hearthstone Homes, Inc., as Instrument Number 2007124738;

C. Paragraph 2 of Article IV of the Declaration provides that for a period of ten (10) years following at least October 22, 2007, the Declarant shall have the right to amend the Declaration in any manner it determines in its full and absolute discretion;

D. Declarant desires to add Lots 186 thru 206, Ridgemoor, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska to be subject to the Declaration.

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

A. By deleting the legal description in the PRELIMINARY STATEMENT and adding in its place and stead the following:

Lots 1 thru 183, inclusive; Lots 186 thru 206 inclusive, and Outlot "A",
Ridgemoor, as surveyed, platted and recorded in Douglas County, Nebraska;

B. By deleting in its entirety Article II, Paragraph 1, Subsection (c) and adding its place and stead the following:

"Properties" shall mean and refer to Lots 1 thru 183, inclusive; Lots 186 thru
206, inclusive, and Outlot "A", Ridgemoor, as surveyed, platted and recorded in
Douglas County, Nebraska.

1 of 3 *Box 15
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C. All other terms and conditions of the Declaration shall remain the same.

IN WITNESS WHEREOF, the Declarant together with the consent of Stone Creek Plaza, LLC, has caused this Amendment to Declaration to be executed this 5th day of May, 2008.

DECLARANT:
HEARTHSTONE HOMES, INC., a
Nebraska corporation,

By: Kent J. Geschwender
Kent J. Geschwender
President

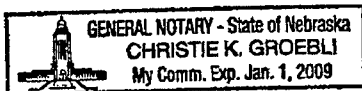
STONE CREEK PLAZA, LLC, a Nebraska
limited liability company,

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

State of Nebraska)
)ss.
County of Douglas)

The foregoing instrument was acknowledged before me this 5th day of May, 2008 by Kent J. Geschwender, of Hearthstone Homes, Inc. a Nebraska corporation, on behalf of the corporation.

ss President

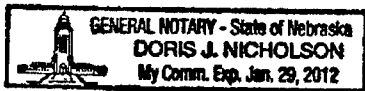


Christie K Groebli
Notary Public

State of Nebraska)
)ss.
County of Sarpy)

The foregoing instrument was acknowledged before me this 5 day of May, 2008 by Gerald L. Torczon, member on behalf of Stone Creek Plaza, LLC, a limited liability company.

ss Managing



Doris J Nicholson
Notary Public