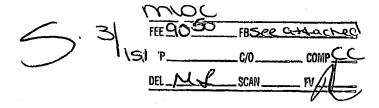


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AFTER FILING, PLEASE RETURN TO: Ronald L. Comes McGRATH, NORTH, MULLIN & KRATZ, P.C. First National Tower, Suite 3700 1601 Dodge Street Omaha, Nebraska 68102

THIRD AMENDMENT TO
DECLARATION OF COVENANTS,
CONDITIONS, RESTRICTIONS AND EASEMENTS
AS A PART OF
RIDGEWOOD, A SUBDIVISION
IN DOUGLAS COUNTY, NEBRASKA

This Third Amendment is made to the Declaration of Covenants, Conditions, Restrictions and Easements of a part of Ridgewood, a Subdivision in Douglas County, Nebraska, dated March 5, 2007 and recorded with the Douglas County Register of Deeds on March 7, 2007, as Instrument No. 2007025645, Miscellaneous Records, as amended and modified by the First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of a Part of Ridgewood, a subdivision in Douglas County, Nebraska dated March 3, 2008, and recorded with the Douglas County Register of Deeds on March 6, 2008, as Instrument No. 2008022052 and the Second Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of a Part of Ridgewood, a subdivision in Douglas County, Nebraska dated December 4, 2008, and recorded with the Douglas County Register of Deeds on December 8, 2008, as Instrument No. 2008116189 (as amended the "Declaration"), by Ridgewood Holdings, L.L.C., a Nebraska limited liability (the "Successor Declarant" and hereafter the "Declarant").

Preliminary Statement

The Declaration was made by Dial Ridgewood, L.L.C., a Nebraska limited liability company (the "Original Declarant") in connection with the development of real estate legally described as follows:

Lots 1 through 123, inclusive, in Ridgewood, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (referred to collectively as the "Lots" and individually as each "Lot");

and

Lots 124 through 1443, inclusive, in Ridgewood, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (collectively, the "Duplex Lots"); collectively, the "Duplex Lots);
and 140 through 143 (Ridgewood 01-3930D

and LOT 139 NKA. LOTS I and a

Kidgewood Replat 3

Lots 1, 2 and 3, Ridgewood Replat 1, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (collectively the "Senior 5.32983 Housing Lots"); 02-328B/

and

Outlots A, B, C, D and E inclusive, in Ridgewood, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (collectively the "Outlots"). 07-32962

Successor Declarant has succeeded to the interest of the Original Declarant in the following:

> Lots 1-4, 6-24, 27-67, 69, 71, 73, 74, 76-81, 83-88, 90-100, 102-104, 108-118, 120-138, 140-143, in Ridgewood, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, AND Lots 2 and 3, Ridgewood Replat 1, a replat of Lots 144 and 146, Ridgewood, located in the Southeast ¼ of Section 11, Township 16 North, Range 11 East of the 6th P.M., Douglas County, Nebraska.

Successor Declarant is the owner of not less than sixty percent (60%) of the voting interests of the Lots, Duplex Lots, Senior Housing Lots and Outlots for purposes of amending the Declaration pursuant to Article IV, Section 2 thereof.

NOW, THEREFORE, pursuant to the authority granted in Article IV, Section 2 of the Declaration, Successor Declarant hereby amends and supplements the Declaration as follows:

- 1. Ridgewood Holdings, L.L.C. is hereby substituted for Dial Ridgewood, L.L.C., and shall hereafter be referred to as "Declarant" under the Declaration.
- 2. Except as amended and modified herein the Declaration shall remain in full force and effect according to its terms.

IN WITNESS WHEREOF, Successor Declarant has executed this Third Amendment as of the ____ day of June, 2012.

RIDGEWOOD HOLDINGS, L.L.C., a Nebraska limited liability company

y: Kric A Sheldahi Man

STATE OF NEBRASKA

) ss.

COUNTY OF DOUGLAS

The foregoing instrument was acknowledged before me this 6th day of June, 2012, by Eric A. Sheldahl, Manager of Ridgewood Holdings, L.L.C., a Nebraska limited liability company, on behalf of the company.

A GENERAL NOTARY - State of Nebraska
LORI A. THEOBALD
My Comm. Exp. 6/28/15

GENERAL NOTARY - State of Nebraska LORI A. THEOBALD My Comm. Exp., June 28, 2015