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Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
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2012031904

FIRST AMENDMENT TO
 DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS
 AND EASEMENTS OF SAGEWOOD,
 A SUBDIVISION IN DOUGLAS COUNTY, NEBRASKA

AND

THIRD AMENDMENT TO
 DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS
 AND EASEMENTS OF SAGEWOOD,
 A SUBDIVISION IN DOUGLAS COUNTY, NEBRASKA
 (Townhomes and Villas of Sagewood)

This First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Sagewood, a Subdivision in Douglas County, Nebraska and Third Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Sagewood, a Subdivision in Douglas County, Nebraska (Townhomes and Villas of Sagewood) is made effective this 2nd day of April, 2012, by CELEBRITY HOMES, INC., a Nebraska corporation, (hereinafter "Celebrity"), DOUGLAS COUNTY SCHOOL DISTRICT NO. 10, which is commonly known as the ELKHORN SCHOOL DISTRICT, (hereinafter "District"), and together with the Lot Owners ("Lot Owners") as set forth and referenced on the attached Acknowledgment of Amendment(s).

PRELIMINARY STATEMENT

Sagewood Development Company ("Sagewood Development") executed that certain Declaration of Covenants, Conditions, Restrictions and Easements of Sagewood, a subdivision in Douglas County, Nebraska for the residential lots of Sagewood, dated as of and recorded on December 14, 2005, as Instrument No. 2005157538, in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska ("Declaration"), which encumbers Lots 1

RETURN: David Selby Young & White Law
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through 24 inclusive, Lots 27 through 242 inclusive, and Lots 358 through 421 inclusive, in Sagewood, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

Sagewood Development further executed that certain Declaration of Covenants, Restrictions and Easements of Sagewood, a subdivision in Douglas County, Nebraska, (Townhomes and Villas of Sagewood) for the townhome and villa lots of Sagewood, dated as of and recorded on December 28, 2005, as Instrument No. 2005163067, in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska ("Townhomes/Villas Declaration"), which encumbers Lots 285 through 357 inclusive, and Lots 422 through 438 inclusive, Sagewood, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

The Townhomes/Villas Declaration was amended by a First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Sagewood, a subdivision in Douglas County, Nebraska ("Townhomes/Villas Declaration First Amendment"), dated March 7, 2008 and recorded on April 11, 2008, as Instrument No. 2008035367, in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, which encumbers Lots 243 through 284, inclusive, Lots 285 through 314 inclusive, Lots 323 through 357 inclusive, and Lots 422 through 438 inclusive, Sagewood, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska, and Lots 1 through 6 inclusive, Sagewood Replat 1, and Lots 1 and 2, Sagewood Replat 2, subdivisions, as surveyed, platted and recorded in Douglas County, Nebraska.

The Townhomes/Villas Declaration was further amended by a Second Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Sagewood, a subdivision in Douglas County, Nebraska ("Townhomes/Villas Declaration Second Amendment"), dated July 11, 2009 and recorded on July 17, 2009, as Instrument No. 2009077394, in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska.

The Declaration, Townhomes/Villas Declaration, Townhomes/Villas Declaration First Amendment and Townhomes/Villas Declaration Second Amendment are hereinafter collectively referred to as the "Declarations".

The purpose of the Declarations is to provide for the preservation of the values and amenities of the properties in Sagewood, for the maintenance and character and residential integrity of Sagewood, and for the acquisition, construction and maintenance of Common Facilities for the use and enjoyment of the residents of Sagewood.

Celebrity owns Lots 3 to 21 inclusive, 24 to 30 inclusive, 36, 38, 40, 41, 50, 52 to 69 inclusive, 71, 72, 74, 76 to 92 inclusive, 94 to 98 inclusive, 102, 104, 105, 110, 111, 113, 115 to 118 inclusive, 120 to 129 inclusive, 131 to 149 inclusive, 151, 153 to 156 inclusive, 158 to 167 inclusive, 169, 170, 172, 175 to 177 inclusive, 181, 182, 188-202, inclusive, 204 to 206 inclusive, 208 to 210 inclusive, 212, 213, 216 to 218 inclusive, 220, 222 to 242 inclusive, 243 to 268 inclusive, 271, 273 to 276 inclusive, 280 to 284 inclusive, 289 to 296 inclusive, 325 to 329 inclusive, 333

to 341 inclusive, 350 to 365 inclusive, 367, 368, 371 to 374 inclusive, 376 to 386 inclusive, 389, 391 to 401 inclusive, 403, 404, 409 to 421 inclusive, and 423 to 438 inclusive, Sagewood, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska (the “Celebrity Lots”).

District owns Lots 297 to 314 inclusive, Sagewood, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska (the “District Lots”).

Lot Owners own those lots as set forth and referenced on the attached Acknowledgment of Amendment(s).

Pursuant to Article IV, Section 2 of the Declaration, said Declaration may be amended by an instrument signed by the owners of not less than seventy-five percent (75%) of the Lots covered by said Declaration.

Celebrity and District together own not less than seventy-five percent (75%) of the Lots covered by said Declaration.

Pursuant to Article V, Section 2 of the Townhomes/Villas Declaration, said Townhomes/Villas Declaration may be amended by an instrument signed by the owners of not less than seventy-five percent (75%) of the Lots covered by said Declaration.

Celebrity, District and Lot Owners together own not less than seventy-five percent (75%) of the Lots covered by said Townhomes/Villas Declaration, as amended.

Celebrity and District, together have determined that Lots 297 to 314 inclusive, should be removed from governments under Article II Homeowners Association of the Declaration and Celebrity, District and Lot Owners have determined that Lots 297 to 314 inclusive, should be removed from governments under Article II and Article III of the Townhomes/Villas Declaration and from membership in the Sagewood Homeowners Association and the Sagewood Townhome & Villa Association.

NOW, THEREFORE, the Declaration and the Townhomes/Villas Declaration are hereby amended as follows:

1. Definitions. Unless the context clearly requires otherwise, capitalized terms used herein and defined in the Declaration and the Townhomes/Villas Declaration shall have the same meaning as given such terms in the Declaration and the Townhomes/Villas Declaration.
2. Amendment. The Declaration is hereby amended to remove Lots 297 through 314 inclusive, from governments under Article II of the Declaration. Specifically, the District Lots shall not be governed by any provision under Article II of the

Declaration, shall not be deemed within the definition of the terms "Properties" or "Lot" within the meaning of Article II of the Declaration, and the owners of each or any of the District Lots shall not be members of the Sagewood Homeowners Association. The District Lots shall not be subject to dues, regular or special assessments, or governments by the Sagewood Homeowners Association, and shall not in any manner hereafter be subject to any of the terms, conditions, restrictions, requirements, or obligations of the Declaration.

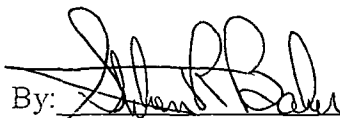
3. Amendment. The Townhomes/Villas Declaration is hereby amended to remove Lots 297 through 314 inclusive, from governments under Article II and Article III of the Townhomes/Villas Declaration. Specifically, the District Lots shall not be governed by any provision under Article II and Article III of the Townhomes/Villas Declaration, shall not be deemed within the definition of the terms "Properties" or "Lot" within the meaning of Article II and Article III of the Townhomes/Villas Declaration, and the owners of each or any of the District Lots shall not be members of the Sagewood Homeowners Association or the Sagewood Townhome & Villa Association. The District Lots shall not be subject to dues, regular or special assessments, or governments by the Sagewood Homeowners Association or the Sagewood Townhome & Villas Association, and shall not in any manner hereafter be subject to any of the terms, conditions, restrictions, requirements, or obligations of the Townhomes/Villas Declaration.
3. Limitation of Amendment. Except as expressly set forth herein, the Townhomes/Villa Declaration shall continue in full force and effect according to its terms, as amended, as may be amended, from time to time.

IN WITNESS WHEREOF, Celebrity, District and Lot Owners have caused this First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Sagewood, a Subdivision in Douglas County, Nebraska, and this Third Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Sagewood, a Development in Douglas County, Nebraska (Townhomes and Villas of Sagewood), to be executed and made effective as of the date and year first written above.

CELEBRITY HOMES, INC.,
a Nebraska corporation

DOUGLAS COUNTY SCHOOL
DISTRICT NO. 10, which is commonly
known as the ELKHORN SCHOOL
DISTRICT

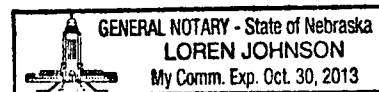
By: 
Chad Larsen, Vice President

By: 
Stephen R. Baker, Superintendent

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

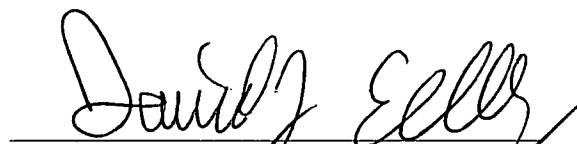
The foregoing instrument was acknowledged before me this 2nd day of April, 2012 by Chad Larsen, the Vice President of CELEBRITY HOMES, INC., a Nebraska corporation, on behalf of such corporation.

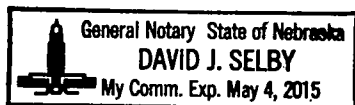

Notary Public



STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 30th day of March, 2012 by Stephen R. Baker, the Superintendent of DOUGLAS COUNTY SCHOOL DISTRICT NO. 10, which is commonly known as the ELKHORN SCHOOL DISTRICT, a Nebraska political subdivision, on behalf of such political subdivision.

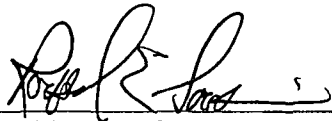

Notary Public



ACKNOWLEDGMENT OF AMENDMENT

THE UNDERSIGNED, being the legal owner of Lots 285, 286, 287 and 288, Sagewood, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska, does hereby consent to the foregoing Amendment, which removes Lots 297-314, inclusive, in Sagewood, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, from the governments under Article II and Article III of the Declaration of Covenants, Conditions, Restrictions, and Easements of Sagewood, a Subdivision in Douglas County, Nebraska (Townhomes and Villas of Sagewood) (the "Townhomes/Villas Declaration"), as amended. Lots 297-314 inclusive shall not be subject to dues, regular or special assessments, nor subject to any of the terms, conditions, restrictions, requirements or obligations of the Declaration or of the Townhomes/Villas Declaration.

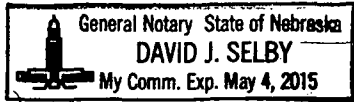
KSG PROPERTIES, LLC
Owner of Lots 285, 286, 287 and 288

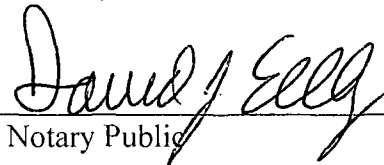
BY: 
Rockland E. Goodwin, Member

BY: 
Geri L. Goodwin, Member

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

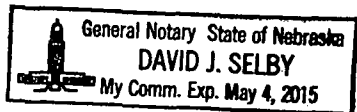
The foregoing instrument was acknowledged before me this 14th day of March, 2012 by Rockland E. Goodwin, Member of KSG Properties, LLC, on behalf of such company.

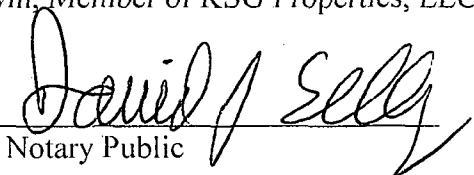



Notary Public

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 14th day of March, 2012 by Geri L. Goodwin, Member of KSG Properties, LLC, on behalf of such company.




Notary Public

ACKNOWLEDGMENT OF AMENDMENT

THE UNDERSIGNED, being the legal owner of Lots 342 and 343, Sagewood, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska, does hereby consent to the foregoing Amendment, which removes Lots 297-314, inclusive, in Sagewood, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, from the governments under Article II and Article III of the Declaration of Covenants, Conditions, Restrictions, and Easements of Sagewood, a Subdivision in Douglas County, Nebraska (Townhomes and Villas of Sagewood) (the "Townhomes/Villas Declaration"), as amended. Lots 297-314 inclusive shall not be subject to dues, regular or special assessments, nor subject to any of the terms, conditions, restrictions, requirements or obligations of the Declaration or of the Townhomes/Villas Declaration.

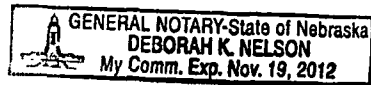
DAVID E. DOLL PROPERTIES, LLC
Owner of Lots 342 and 343

BY: 
David E. Doll, Sole Member

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 20 day of March, 2012 by David E. Doll, Sole Member of David E. Doll Properties, LLC, on behalf of such company.


Notary Public



ACKNOWLEDGMENT OF AMENDMENT

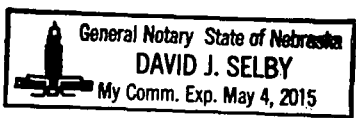
THE UNDERSIGNED, being the legal owner of Lot 346 Sagewood, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska, does hereby consent to the foregoing Amendment, which removes Lots 297-314, inclusive, in Sagewood, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, from the governments under Article II and Article III of the Declaration of Covenants, Conditions, Restrictions, and Easements of Sagewood, a Subdivision in Douglas County, Nebraska (Townhomes and Villas of Sagewood) (the "Townhomes/Villas Declaration"), as amended. Lots 297-314 inclusive shall not be subject to dues, regular or special assessments, nor subject to any of the terms, conditions, restrictions, requirements or obligations of the Declaration or of the Townhomes/Villas Declaration.

DATE: 3-17-12

BY: Karen M. Bermel
KAREN BERMEL, Owner

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 17th day of March, 2012 by Karen M. Bermel



David J. Selby
Notary Public