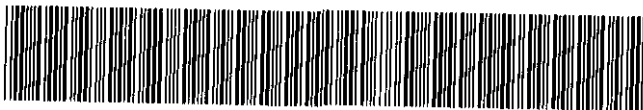


MISC 2004161137



DEC 13 2004 15:05 P 2

**THIRD AMENDMENT TO THE
DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND EASEMENTS
OF MEADOW RIDGE AND SHADOWBROOK**

Received - RICHARD TAKECHI
Register of Deeds, Douglas County, NE
12/13/2004 15:05:36.88



2004161137

THIS THIRD AMENDMENT is made by HEARTHSTONE HOMES, INC., assignee of Declarant's rights, hereinafter referred to as the "Declarant," and made to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, a subdivision in Douglas County, Nebraska, dated December 22, 2003 and recorded as Document No. 2003248549 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on December 29, 2003 and to the First Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, dated May 7, 2004 and recorded as Document No. 2004076044 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on June 10, 2004 (hereinafter referred to as the "Declaration").

PRELIMINARY STATEMENT

Article IV, Paragraph 2 of the Declaration provides that the covenants and restrictions of the Declaration may be amended by the Declarant for a period of 10 years following December 22, 2003.

NOW, THEREFORE, Declarant hereby declares that the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, a subdivision in Douglas County, Nebraska, dated December 22, 2003 and recorded as Document No. 2003248549 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on December 29, 2003, and the First Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, dated May 7, 2004 and recorded as Document No. 2004076044 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on June 10, 2004, should be and hereby are amended in the following manner:

1. By deleting therefrom the legal description in the Preliminary Statement and adding in its place and stead the following:

Lots 152 thru 222, inclusive, and Lots 225 thru 260, inclusive, and Lots 263 thru 481, inclusive, and Outlots "A," "B," and "C," all in Meadow Ridge; Lots 1 thru 139, inclusive, all in Meadow Ridge Replat One; Lots 1 and 2, in Meadow Ridge Replat 2; Lots 1 and 2, in Meadow Ridge Replat 3, subdivisions as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 1 thru 108, inclusive, and Outlot A, all in Shadowbrook, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska,

FULLENKAMP, DOYLE & JOBEUN
11440 WEST CENTER ROAD
OMAHA, NEBRASKA 68144-4482
ATN

Handwritten notes:
mix
2
581
132417
FEE \$300
FB
BKP
DEL
C/O
SCAN
COMP
FV
OJ-25030
50 OJ-25059
OJ-25061
OJ-25062
OJ-35228

2. By deleting therefrom subsection c of paragraph 1 of Article II and adding in its place and stead the following:

(c) "Properties" shall mean and refer to: Lots 152 thru 222, inclusive, and Lots 225 thru 260, inclusive, and Lots 263 thru 481, inclusive, and Outlots "A," "B," and "C," all in Meadow Ridge; Lots 1 thru 139, inclusive, all in Meadow Ridge Replat One; Lots 1 and 2, in Meadow Ridge Replat 2; Lots 1 and 2, in Meadow Ridge Replat 3, subdivisions as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 1 thru 108, inclusive, and Outlot A, all in Shadowbrook, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

All other terms of said Declaration, First Amendment and Second Amendment to such Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has caused these presents to be executed this 30th day of November 2004.

HEARTHSTONE HOMES, INC., "Declarant"

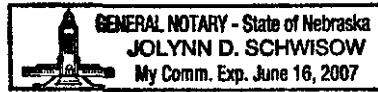
By: [Signature]
John J. Smith, President

Consented to this 13 day of ~~November~~ ^{December} 2004.

STATE STREET, LLC,

By: [Signature]
Barbara Udes Shaw, Manager

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

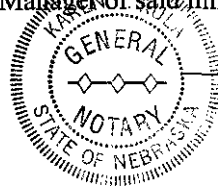


The foregoing instrument was signed before me this 30 day of November 2004, by John J. Smith, President of HearthStone Homes, Inc., a Nebraska corporation, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that he executed the same as his voluntary act and deed on behalf of said corporation.

[Signature]
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was signed before me this 13 day of ~~November~~ ^{December} 2004, by Barbara Udes Shaw, Manager of State Street, LLC, a Nebraska limited liability company, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that she executed the same as her voluntary act and deed as Manager of said limited liability company.



[Signature]
Notary Public

MY COMMISSION EXPIRES
JULY 26, 2005