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**SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND EASEMENTS FOR A PART OF
HUNTINGTON PARK, A SUBDIVISION IN
DOUGLAS COUNTY, NEBRASKA**

This Second Amendment is made to the Declaration of Covenants, Conditions, Restrictions and Easements for a Part of Huntington Park, a Subdivision in Douglas County, Nebraska, dated September 30, 1993, and recorded with the Douglas County Register of Deeds on October 1, 1993, Miscellaneous Records, in Book 1098, at Page 229, as amended by the First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements For a Part of Huntington Park, a Subdivision in Douglas County, Nebraska, dated February 19, 1996, and recorded with the Douglas County Register of Deeds on April 22, 1996, in Book 1174, at Page 742, Miscellaneous Records (as amended the "Declaration"), by Bennington Company, a Nebraska corporation (referred to as the "Declarant").

PRELIMINARY STATEMENT

The Declaration was made by the Declarant in connection with the development of residential lots in Huntington Park, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska ("Huntington Park"). Certain of the lots of Huntington Park which are subject to the Declaration, have been replatted and, due to the various replattings, the lots encumbered by the Declaration are now legally described as follows (the "Declaration Lots"):

Lots 38 through 276, inclusive, Lots 279 through 300, inclusive, and Lots 302 through 308, inclusive, in Huntington Park, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska; and

MC-17850

Lots 1 through 61, inclusive, Villas of Huntington Woods, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska; and

MC-40332

Lot 1, Huntington Park Replat 1, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

MC-17851

Declarant is also the owner of two residential lots adjacent to the Declaration Lots, which two lots are legally described as follows (the "Additional Lots"):

Lot 440 and Lot 434, Huntington Park, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

MC-17850

Declarant desires to provide for the preservation of the values and amenities of the Additional Lots, and for the maintenance of the residential character and residential integrity of the Additional Lots by encumbering and subjecting the Additional Lots to the covenants, conditions, restrictions and easements set forth in the Declaration.

Horgan Development Company ("Horgan") is the owner of the Declaration Lots which are legally described as follows (the "Excluded Lots"):

Lots 198 through 201, inclusive, Lot 218, and Lot 219, in Huntington Park, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

Horgan has acquired the Excluded Lots from Declarant and will develop the Excluded Lots as part of an additional phase of Huntington Park. Horgan desires to have the Declarant release the Excluded Lots from encumbrance by the Declaration since the Excluded Lots will be subject to the Declaration of Covenants to be recorded against the Huntington Park lots being developed by Horgan.

Declarant has considered amendment of the Declaration for purposes of: (i) including the Additional Lots as "Lots" subject to the Declaration and subject to each and all of the covenants, conditions, restrictions and easements as set forth in the Declaration; and (ii) excluding the Excluded Lots from encumbrance by the Declaration.

Article V, Section 2 of the Declaration allows the Declarant to amend the Declaration in any manner which it may determine its full and absolute discretion for a period of five (5) years from the date of the Declaration.

Declarant has investigated the effect which the proposed amendments to the Declaration would have on the Lots as defined in the Declaration and has concluded that the amendments would further the preservation of Huntington Park, will further the maintenance of the character and residential integrity of Huntington Park, and further the benefits and protection afforded to the lots by the Declaration.

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

1. Lot 440 and Lot 434, Huntington Park, a subdivision, as surveyed, platted, and recorded in Douglas County, Nebraska, shall be subject to the Declaration and to each and all of the covenants, conditions, restrictions, and easements as set forth in the Declaration, and shall hereby be deemed to be "Lots" as such term is defined in the Declaration.

2. Lots 198 through 201, inclusive, Lot 218, and Lot 219, in Huntington Park, a subdivision, as surveyed, platted, and recorded in Douglas County, Nebraska, shall no longer be restricted or encumbered by the Declaration.

3. In each and every other respect, the Declaration shall remain in full force and effect according to its terms.

4. Invalidation of any covenant by judgment or court order shall in no way affect any of the other provisions hereof, which shall remain in full force and effect.

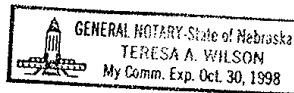
IN WITNESS WHEREOF, Declarant has executed this Second Amendment as of the 10th day of September, 1996.

BENNINGTON COMPANY, a Nebraska corporation,

By: Barbara Shaw
Barbara Shaw, President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 10th day of September, 1996, by Barbara Shaw, President of Bennington Company, a Nebraska corporation, on behalf of the corporation.



Teresa A. Wilson
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS