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**THIRD AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR THE VILLAS OF
SADDLEBROOK, A SUBDIVISION IN DOUGLAS COUNTY, NEBRASKA**

This Third Amendment to Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made this 21st day of December, 2011, by S.B. Villas, LLC, a Nebraska limited liability company, hereinafter referred to as the "Declarant", to the Declaration of Covenants, Conditions and Restrictions for Lots 1 Through 63, Inclusive, and Outlot 1, Villas of Saddlebrook, dated February 7, 2002, and filed with the Douglas County Register of Deeds on February 13, 2002, as Instrument Number 200203476 (Book 1423, Page 635), as amended by First Amendment to Declaration of Covenants, Conditions and Restrictions For the Villas of Saddlebrook, a Subdivision in Douglas County, Nebraska dated May 18, 2005, and filed with the Douglas County Register of Deeds on October 31, 2005, as Instrument Number 2005136958 (as amended the "Declaration"), and as further amended by the Second Amendment to Declaration of Covenants, Conditions, and Restrictions for the Villas of Saddlebrook, a Subdivision in Douglas County, Nebraska dated June 19, 2007, and filed with the Douglas County Register of Deeds on June 20, 2007, as Instrument Number 2007069868.

PRELIMINARY STATEMENT

WHEREAS, the Declaration governs the following real estate:

Lots 1 through 63, inclusive, and Outlot 1, Villas of Saddlebrook, a Subdivision in Douglas County, Nebraska

WHEREAS, pursuant to the Declaration, "This Declaration may be amended by the Declarant, or any person, firm, corporation, partnership or entity designated in writing by the Declarant, in any manner it shall determine in its full and absolute discretion for a period ending January 1, 2012";

WHEREAS, the Declarant is the successor declarant under the Declaration pursuant to an Assignment of Declarant Rights dated December 21, 2011; and

WHEREAS, the Declarant wishes to amend certain terms of the Declaration.

NOW, THEREFORE, the Declarant, pursuant to the rights granted to it under the Declaration, hereby amends the Declaration in the following particulars:

1. Extension of Amendment Rights. The third paragraph in the Witnesseth Section shall be deleted in its entirety and the following shall be inserted in lieu thereof:

NOW THEREFORE, Declarant hereby declares that all of the Properties shall be held, sold and conveyed subject to the following easements, restrictions, covenants and conditions which are for the purpose of protecting the value and desirability of, and which shall run with the Properties and shall be binding on all parties having any right, title or interest in the Properties or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof for a period of twenty-five (25) years from the date of filing this Declaration, at which time this Declaration shall be automatically extended for successive periods of ten (10) years unless, by written agreement of two-thirds (2/3) majority of the then owners of the Lots, it is agreed to change said covenants in whole or in part, said agreement to be executed and recorded in the manner provided by law for conveyance of real estate in the State of Nebraska. This Declaration may be amended by the Declarant, or any person, firm, corporation, partnership or entity designated in writing by the Declarant, in any manner it shall determine in its full and absolute discretion for a period ending January 1, 2014. This Declaration may be amended at any time by an instrument signed by not less than two-thirds (2/3) of the Owners. Any Amendment must be recorded. The terms and provisions of Articles II and III herein, dealing with the structure and activities of the Association, shall not become effective until directed in writing by the Declarant or until January 1, 2012, whichever shall first occur.

2. Architectural Control Committee. Article IV, Section 5 shall be deleted in its entirety and the following shall be inserted in lieu thereof:

Prior to January 1, 2012, all privileges, rights, powers and authority may be exercised exclusively by the Declarant. After January 1, 2012, or at such earlier date as may be directed in writing by the Declarant, all privileges, rights, powers and authority under this Article shall be exercised by and vested in a Committee to be selected by the Association, except as follows:

Declarant shall continue to retain the single and unilateral authority to approve or disapprove Plans for Lots 8, 10, 14, 15, 16, 17, 18, 19, 20, 39, 40, 43, 45, 46, 50, 57, 58 in Villas of Saddlebrook, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; (the "Declarant Lots") until such time residences have been constructed and fully completed on all Declarant Lots. The right of Declarant to approve or disapprove construction on the Declarant Lots shall be assignable by Declarant, and shall expire upon the completion of all construction on all of the Declarant Lots.

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