

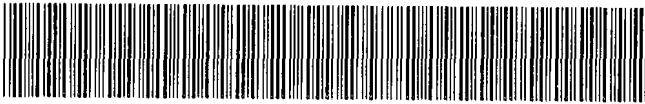
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**FIFTH AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR THE VILLAS OF
SADDLEBROOK, A SUBDIVISION IN DOUGLAS COUNTY, NEBRASKA**

This Fourth Amendment to Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made this 9th day of December, 2013, 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"), 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, as further amended by the Third Amendment to Declaration of Covenants, Conditions, and Restrictions for the Villas of Saddlebrook, a Subdivision in Douglas County, Nebraska dated December 21, 2011, and filed with the Douglas County Register of Deeds on December 28, 2011, as Instrument Number 2011112492, and as further amended by the Fourth Amendment to Declaration of Covenants, Conditions, and Restrictions for the Villas of Saddlebrook, a Subdivision in Douglas County, Nebraska dated June 18, 2012, and filed with the Douglas County Register of Deeds on June 19, 2012, as Instrument Number 2012059235 (the "Declaration").

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, 2014";

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

Return to:

Mark J. LaPuzza
Pansing Hogan Ernst & Bachman, LLP
10250 Regency Circle, Suite 300
Omaha, Nebraska 68114

✓ 5597

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 often (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, 2017. 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.

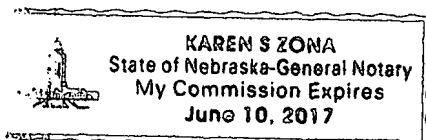
2. Miscellaneous. Except as amended and modified herein the Declaration shall continue in full force and effect in accordance with its terms.

S.B. VILLAS, LLC, a Nebraska limited liability company

By: [Signature]
Joel Chudy, Managing Member

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledge before me this 9th day of December, 2013 by Joel Chudy, Managing Member of S.B. Villas, LLC, a Nebraska limited liability company, on behalf of the company.



[Signature]
Notary Public