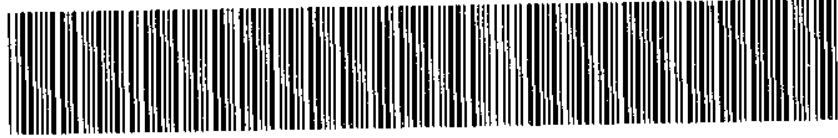


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Register of Deeds, Douglas County, NE
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**SECOND AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR THE VILLAS OF
SADDLEBROOK, A SUBDIVISION IN DOUGLAS COUNTY, NEBRASKA**

This Second Amendment to Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made this 19th day of June, 2007, by First National Bank of Omaha, a national banking association, 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*, 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 Book 1423, Page 635

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 of seven (7) years from the date hereof";

WHEREAS, the Declarant is the successor declarant under the Declaration pursuant to Assignment dated July 18, 2006 and filed with the Douglas County Register of Deeds on July 24, 2006 as Instrument Number 2006083287; and

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

Return to:
James D. Buser
Pansing Hogan Ernst & Bachman, LLP
10250 Regency Circle, Suite 300
Omaha, Nebraska 68114

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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, 2012. 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. Class B Membership. Article II, Section 2, Class B, (b) shall be deleted in its entirety and the following shall be inserted in lieu thereof:

b. January 1, 2012, or

3. 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. If such a Committee has not been selected at that time or at any later time, the requirements of this Article shall not be applicable during the period when such Committee is not operating.

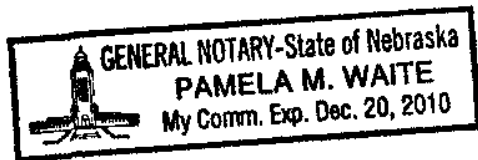
4. Miscellaneous. Except as amended and modified herein the Declaration shall continue in full force and effect in accordance with its terms.

FIRST NATIONAL BANK OF OMAHA,
a national banking association

By: *Robert J. Horak*
Printed Name: Robert J. Horak
Title: Vice President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledge before me this 19 day of June, 2007 by Robert J. Horak, Vice President of First National Bank of Omaha, a national banking association, on behalf of the association.



Pamela M. Waite
Notary Public