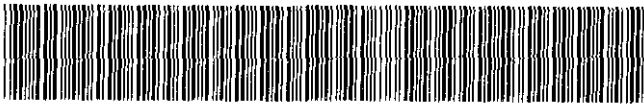


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Register of Deeds, Douglas County, NE  
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**FIRST AMENDMENT TO PROTECTIVE COVENANTS**

THIS FIRST AMENDMENT TO PROTECTIVE COVENANTS is made the date hereinafter set forth by West Bay Springs, L.L.C., a Nebraska limited liability company.

**RECITALS**

A. On August 28, 2003, a document entitled Declaration of Covenants, Conditions, Restrictions and Easements of West Bay Springs (hereinafter the "Declaration") for Lots One (1) through One Hundred Fifty-Six (156), inclusive, in WEST BAY SPRINGS, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, was recorded by West Bay Springs, L.L.C. ("Declarant"), in the office of the Register of Deeds of Douglas County, Nebraska at Miscellaneous Document 2003163408. \*\*\*Lot 46 and Outlot A, all in West Bay Springs are now known as Lot 1 and Outlot A, West Bay Springs Replat One, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska and Lots 47 - 51, inclusive, and Lots 53 - 57, inclusive, all in West Bay Springs, are now known as Lots 1 - 10, inclusive, of West Bay Springs Replat Two, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

B. Article IV, Section 2 of the Declaration provides that for a period of ten (10) years following August 28, 2003, the Declarant shall have the right to amend the Declaration.

NOW, THEREFORE, Declarant hereby declares that the Declaration recorded on August 28, 2003 at Miscellaneous Document 2003163408 in the office of the Register of Deeds of Douglas County, Nebraska should be and hereby are amended in the following manner:

I. by deleting therefrom Paragraph 13 of Article II and adding in its place and stead the following:

13. Rate of Assessment. Assessments and dues shall be fixed at a rate or rates as determined by the Board and the Board may establish different rates for different lots based on proximity to amenities within The West Bay Springs subdivision, in addition dues may be abated as to individual Lots, as provided in Sections 6 and 7, above.

II. by deleting therefrom Paragraph 5 of Article II and adding in its place and stead the following:

5. Mandatory Duties of Association. The Association shall operate, maintain and repair any fence, signs, landscaping, decorative street lighting, lakes, ponds and water features which have been installed in the West Bay Springs subdivision on property owned by or controlled by easement in favor of the Association and on center islands dividing dedicated roads, all in generally good and neat condition, including but not limited to Outlots C, D, F and G, all in West Bay Springs. The Association shall pay any and all costs of upgrading street lighting in the West Bay Springs subdivision from the street lighting that is normally and customarily provided by OPPD.

All other terms of said Declaration shall remain in full force and effect.

Dated this 30 day of June 2005.

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

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OC-41863.  
OC-41864- Replat One  
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WEST BAY SPRINGS, L.L.C., a Nebraska limited liability company, "Declarant,"

By: Boyer Young Development Company, Administrative Member,

By: *Timothy W. Young*  
Timothy W. Young, President

STATE OF NEBRASKA        )  
  )  
COUNTY OF DOUGLAS)

ss.

The foregoing instrument was acknowledged before me this 30 day of June 2005, by Timothy W. Young, as President of Boyer Young Development Company, Administrative Member of West Bay Springs, L.L.C., a Nebraska limited liability company, on behalf of said limited liability company.

*Randi A. Zabawa*  
Notary Public

