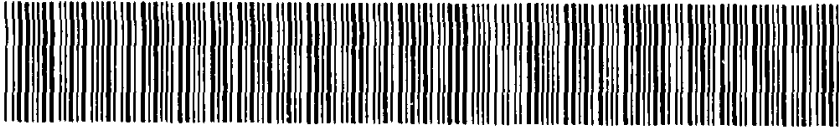


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**FOURTH AMENDMENT TO THE DECLARATION OF COVENANTS,
 CONDITIONS, AND RESTRICTIONS OF GRAYHAWK WEST TOWNHOMES**

THIS FOURTH AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS OF GRAYHAWK WEST TOWNHOMES (the "Fourth Amendment") is made on the date hereinafter set forth by Celebrity Homes, Inc., a Nebraska corporation, f/k/a Celebrity Townhomes, Inc. (the "Declarant").

RECITALS

WHEREAS, on or about June 16, 2003, a document entitled Declaration of Covenants, Conditions, and Restrictions of Grayhawk West Townhomes (hereinafter the "Original Declaration") for Lots 108 through 205, inclusive, GRA YHA WK TWO, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, was recorded by Celebrity Townhomes, L.L.C., s/k/a Celebrity Townhomes, Inc., Declarant, in the office of the Register of Deeds of Douglas County, Nebraska as Miscellaneous Book No. 2003113934.

WHEREAS, Article XI, Section 3, of the Original Declaration provides that the covenants and restrictions of the Original Declaration may be amended by Declarant for a period of 20 years from the date the Original Declaration is recorded; and

WHEREAS, Declarant desires to amend the Original Declaration upon the terms and conditions stated herein.

NOW, THEREFORE, Declarant hereby declares that the Original Declaration should be and hereby is amended in the following manner:

1. By adding thereto and adding in its place and stead the following as Article III, Section 11:

Section 11. Special Assessments for Capital Improvements and Extraordinary Expenses. In addition to the annual assessments authorized above, the Association may levy, in any assessment year, a special assessment applicable to that year only for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, repair or replacement of a capital improvement upon the Common Area, including fixtures and personal property related thereto, or to account for the

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expenditure of any extraordinary and unanticipated expense of the Association, provided that any such assessment shall have the assent of two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose.

2. Except as specifically amended herein, the Original Declaration shall remain in full force and effect as originally executed with any amendments to date. The covenants and restrictions of this Second Amendment shall run with and bind the land described herein and shall have the same legal effect as the Original Declaration.

Dated this 3RD day of FEBRUARY, 2011.

CELEBRITY HOMES, INC., a
Nebraska corporation,

By:


CHAD LARSEN, Vice-President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 3RD day of February 2011, the foregoing instrument was acknowledged before me, a Notary Public, by Chad Larsen, Vice-President of Celebrity Homes, Inc., a Nebraska corporation, acting on behalf of said corporation.


NOTARY PUBLIC

