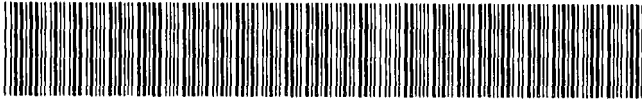


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Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
 5/3/2010 10:44:17.80

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**THIRD AMENDMENT TO DECLARATION
 FOR 902 DODGE CONDOMINIUM**

THIS THIRD AMENDMENT TO DECLARATION FOR 902 DODGE CONDOMINIUM ("Third Amendment") is made and entered into this 27th day of April, 2010, by all of the members of the Executive Board of 902 DODGE CONDOMINIUM ASSOCIATION, INC., a Nebraska non-profit corporation (the "Association"), and DOWNTOWN DODGE DEVELOPERS, LLC, a Nebraska limited liability company (the "Declarant").

WHEREAS, that certain Declaration for 902 Dodge Condominium was recorded in the office of the Douglas County Register of Deeds on September 21, 2006, as Instrument No. 2006108833 (the "Original Declaration"); and

WHEREAS, that certain First Amendment to Declaration for 902 Dodge Condominium was recorded on November 13, 2007, as Instrument No. 2007126558 (the "First Amendment"); and

WHEREAS, that certain Second Amendment to Declaration for 902 Dodge Condominium was recorded on December 14, 2009, as Instrument No. 2009132778 (the "Second Amendment"). The Original Declaration, First Amendment and Second Amendment shall be collectively referred to as the "Declaration"; and

WHEREAS, pursuant to the Declaration, Declarant submitted certain property to a condominium to be known as "902 Dodge Condominium"; and

WHEREAS, pursuant to the provisions of Section 5.1 of the Declaration, the undersigned hereby desire to modify and amend the Declaration with respect to the lots legally described below and as set forth herein:

Lots 101, 201, 202, 203, 204, 301, 302, 303, 304, 401, 402, 403, 404, 501, 502, 503, 504, 601, and 602, 902 Dodge Condominium, Omaha, Douglas County, Nebraska.

After recording, please return to:
 John Q. Bachman
 PANSING HOGAN ERNST & BACHMAN LLP
 10250 Regency Circle, Suite 300
 Omaha, NE 68114

✓ 110124

①

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned hereby amend the Declaration as follows:

1. Section 8.2 shall be deleted in its entirety and the following shall be substituted therefor:

Section 8.2. Exception to Restrictions. Notwithstanding the restrictions in Section 8.1 above, a Unit Owner may own or lease his, her or its Unit for use as an office or other commercial use, provided that the total floor area of the office or other commercial activity within the Building does not exceed twenty-five percent (25%) of the total square footage of the Units as set forth on Exhibit "C" to the Declaration, and under such terms and conditions as may be mutually agreed upon between the Unit Owner and either Declarant, the Association or a managing agent.

2. Except as specifically amended hereby, the Declaration shall remain in full force and effect as originally executed, acknowledged and recorded. Capitalized terms not specifically defined herein shall have the meanings set forth in the Declaration. This ~~Second~~^{Third} Amendment shall be binding upon, and inure to the benefit of, the successors and assigns of Declarant and the Association.

3. The undersigned further consent to the execution of this ~~Second~~^{Third} Amendment in counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned has executed this instrument effective as of the 27th day of April, 2010.

DECLARANT:

DOWNTOWN DODGE DEVELOPERS, LLC,
a Nebraska limited liability company





John P. Houlihan, Manager

Owner of Lots 202, 301, 304, 402, 403, 502, 503,
601 and 602, 902 Dodge Condominium

ASSOCIATION:

902 DODGE CONDOMINIUM ASSOCIATION, INC., a Nebraska non-profit corporation

By: Its Executive Board

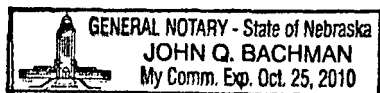
By: _____
Brian T. Moffett, Member

By: _____
Steven M. Bazis, Member

By: _____
Justin M. Ferrin, Member

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on the 29th day of March, 2010, by John P. Houlihan, Manager of Downtown Dodge Developers, Inc., a Nebraska limited liability company, on behalf of the limited liability company.



John Q. Bachman
Notary Public

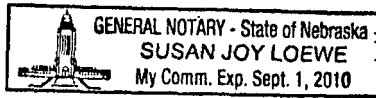
STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on the _____ day of _____, 2010, by Brian T. Moffett, Member of the Executive Board of 902 Dodge Condominium Association, Inc., a Nebraska non-profit corporation, on behalf of the corporation.

Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

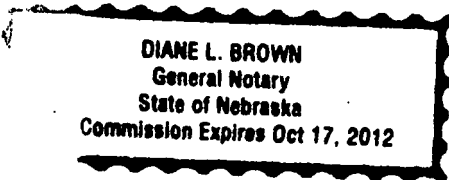
The foregoing instrument was acknowledged before me on the 2 day of April, 2010, by Steven M. Bazis, Member of the Executive Board of 902 Dodge Condominium Association, Inc., a Nebraska non-profit corporation, on behalf of the corporation.



Susan Joy Loewe
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on the 5 day of April, 2010, by Justin M. Ferrin, Member of the Executive Board of 902 Dodge Condominium Association, Inc., a Nebraska non-profit corporation, on behalf of the corporation.



Diane L. Brown
Notary Public

**CONSENT OF CONDOMINIUM LOT OWNER
OF 902 DODGE CONDOMINIUM**

The undersigned, being the owner of Lot 101, 902 Dodge Condominium, hereby consents to the execution and recording of the foregoing ~~Second~~^{Third} Amendment to Declaration for 902 Dodge Condominium, and further consents to and agrees to all of the terms and conditions thereof.

4.27.10
Date

FARRELL'S DODGE, LLC, a Nebraska limited liability company, Owner of Lot 101, 902 Dodge Condominium

By: Robert P. Linstroth
Name: ROBERT P. LINSTROTH
Title: MANAGING PARTNER

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 27 day of April, 2010, by Robert P. Linstroth, Managing Partner of Farrell's Dodge, LLC, a Nebraska limited liability company, on behalf of the limited liability company.



[Signature]
Notary Public

**CONSENT OF CONDOMINIUM LOT OWNER
OF 902 DODGE CONDOMINIUM**

The undersigned, being the owner of Lot 203, 902 Dodge Condominium, hereby consents to the execution and recording of the foregoing ~~Second~~^{Third} Amendment to Declaration for 902 Dodge Condominium, and further consents to and agrees to all of the terms and conditions thereof.

April 6th, 2010
Date

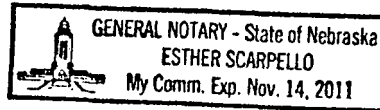
Juliette Parnell
Juliette Parnell, Owner of Lot 203, 902 Dodge
Condominium

Juliette Parnell

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 6th day of April, 2010, by Juliette Parnell.

Esther Scarpello
Notary Public

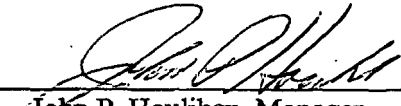


**CONSENT OF CONDOMINIUM LOT OWNER
OF 902 DODGE CONDOMINIUM**

The undersigned, being the owner of Lot 204, 902 Dodge Condominium, hereby consents to the execution and recording of the foregoing ~~Second~~^{Third} Amendment to Declaration for 902 Dodge Condominium, and further consents to and agrees to all of the terms and conditions thereof.

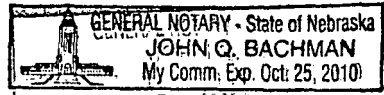
March 29, 2010
Date

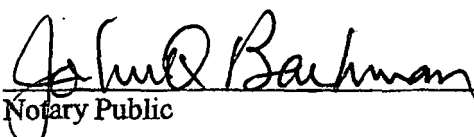
902 DJ, LLC, a Nebraska limited liability company,
Owner of Lot 204, 902 Dodge Condominium

→ By: 
John P. Houlihan, Manager

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 29th day of March, 2010, by John P. Houlihan, Manager of 902 DJ, LLC, a Nebraska limited liability company, on behalf of the limited liability company.





Notary Public

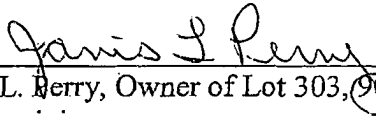
**CONSENT OF CONDOMINIUM UNIT OWNER
OF 902 DODGE CONDOMINIUM**

The undersigned, being the owners of Lot 303, 902 Dodge Condominium, hereby consent to the execution and recording of the foregoing ~~Second~~^{Third} Amendment to Declaration for 902 Dodge Condominium, and further consent to and agree to all of the terms and conditions thereof.

4-19-10
Date

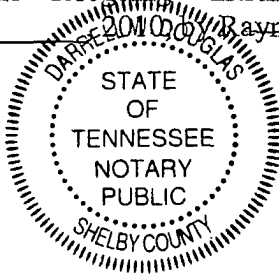

Raymond S. Perry, Owner of Lot 303, 902 Dodge Condominium

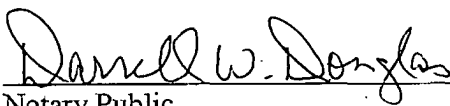
4-16-10
Date


Janis L. Perry, Owner of Lot 303, 902 Dodge Condominium

STATE OF ~~NEBRASKA~~^{TENNESSEE})
 ^{SHELBY}) ss.
COUNTY OF ~~DOUGLAS~~)

The foregoing instrument was acknowledged before me this 14 day of April, 2010, by ~~Raymond S. Perry, Janis L. Perry~~

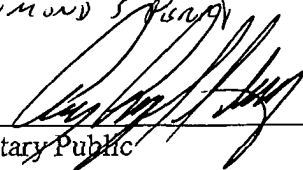



Notary Public

My commission expires Sept. 15, 2012

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 19th day of April, 2010, by ~~Janis L. Perry, Raymond S. Perry~~


Notary Public



**CONSENT OF CONDOMINIUM UNIT OWNER
OF 902 DODGE CONDOMINIUM**

The undersigned, being the owners of Lot 501, 902 Dodge Condominium, hereby consent to the execution and recording of the foregoing ~~Second~~^{Third} Amendment to Declaration for 902 Dodge Condominium, and further consent to and agree to all of the terms and conditions thereof.

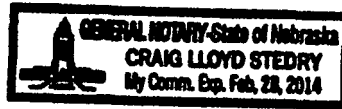
4/12/2010
Date

Nick L. Weidle
Nick L. Weidle, Owner of Lot 501, 902 Dodge Condominium

4/12/2010
Date

Annette D. Weidle
Annette D. Weidle, Owner of Lot 501, 902 Dodge Condominium

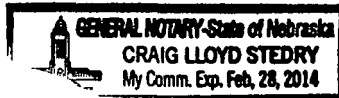
STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)



The foregoing instrument was acknowledged before me this 12th day of April, 2010, by Nick L. Weidle.

Craig Lloyd Stedry
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)



The foregoing instrument was acknowledged before me this 12th day of April, 2010, by Annette D. Weidle.

Craig Lloyd Stedry
Notary Public

CONSENT OF CONDOMINIUM UNIT OWNER
OF 902 DODGE CONDOMINIUM

The undersigned, being the owners of Lot 504, 902 Dodge Condominium, hereby consent to the execution and recording of the foregoing ~~Second~~^{Third} Amendment to Declaration for 902 Dodge Condominium, and further consent to and agree to all of the terms and conditions thereof.

4-6-2010
Date

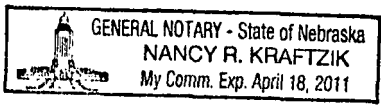
Don Charles Shoemaker
Don Charles Shoemaker, Owner of Lot 504,
902 Dodge Condominium

4/6/2010
Date

Lynne A. Friedewald
Lynne A. Friedewald, Owner of Lot 504,
902 Dodge Condominium

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

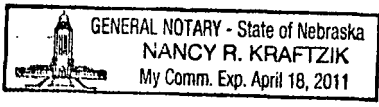
The foregoing instrument was acknowledged before me this 6th day of April, 2010, by Don Charles Shoemaker.



Nancy R. Kraftzik
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 6th day of April, 2010, by Lynne A. Friedewald.



Nancy R. Kraftzik
Notary Public