AUTICLES OF AMENDMENT TO THE DECLARATION

CONVENANTS, CONDITIONS AND RESTRICTIONS OF BRIARHURST WEST FOURTH ADDITION

Pursuant to the provisions of 21-1932 et. seq. R.R.S. 1943 of the Nebraska Non-profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Declaration of Covenants, Conditions and Restrictions:

First: The description of real property should be described as follows: "All of Blocks One, Two, Three, Four and Five (1, 2, 3, 4, and 5); which shall include properties shown on the plat as Outlot B and Outlot C. Briarhurst West Fourth Addition to the City of Lincoln, Lancaster County, Nebraska."

Second: Article III, Voting Rights, should read: (Paragraph 2) "Class B Members of the Association shall be the Developer, and the Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article III, provided that Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever first occurs in point of time:

(a) When the total vote outstanding in Class A membership equals the total vote outstanding in the Class B membership, or

(b) on December 31, 1985.

Third: Article XIII, Section 5 shall be deleted from the Declaration. Fourth: Add a Section 6 to Article XIII to read as follows:

"As long as there is a Class B membership the following actions will require the prior approval of the Federal Housing Administration or the VA: Annexation of additional properties, dedication of common area, and amendment of this Declaration of Covenants, Conditions and Restrictions.'

IN WITNESS WHEREOF, the undersigned has caused this Declaration to be, duly executed by its proper officers the day and year first above

Howard D. Olson, Secretary

L. Hoppe, P

Before me, a duly qualified Motar Public in and for said county and state, personally came JOHN L. HOPPE, and HOWARD D. OLSON, known to me to be the same and identical persons who signed the above instrument, and they did acknowledge the execution thereof to be their voluntary act and deed and the voluntary act and deed of said Briar West, Inc. Witness my hand and seal on this 24th day of July, 1980.

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