ARTICLES OF AMENDMENT TO THE DECLARATION OF

COVENANTS, CONDITIONS AND RESTRICTIONS BRIARHURST WEST THIPD ADD.

Pursuant to the provisions of 21-1932 et. seq. R.R.S. 1943

of the Nebraska Mon-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:

"Lots one through seventy-three (1-73), Block One (1): Lots one through forty-three (1-43), Block Two (2): which shall include properties shown on the plat as Outlot E in Briarhurst West Third Addition to the City of Lincoln, Nebraska.

Second: Section 5, Article XIII shall be deleted from the Declaration.

Third: Add a Section 6 to Article YIII to read as follows:

"As lone 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 WHEREOR, the undersigned has caused this Declaration to be duly executed by its proper officers the day and year first above

Noward D. Olson, Secretary

Nancy Muchling GENERAL FOTARIAL

Refore me. a duly qualified Notary Public in and for said county and state, personally came JOHY 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 5th day of August, 1980.

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INST. NO. 80- 15182