

After Recording Return to:
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GEORGE J. DUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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AMENDMENT NO. 1 TO DECLARATION OF COVENANTS,

CONDITIONS AND RESTRICTIONS

This Amendment No. 1 to Declaration of Covenants, Conditions and Restrictions is made this 18th day of July, 1996 by THC, Inc., a Nebraska nonprofit corporation.

RECITALS

This Amendment is made with respect to the following facts:

A. That certain Declaration of Covenants, Conditions and Restrictions dated as of December 12, 1994, and recorded on December 13, 1994 in Book 1136 at Page 1 of the Miscellaneous Records of the Office of the Register of Deeds of Douglas County, Nebraska (the "Declaration") pertaining to the real property described on Exhibit "A", attached hereto, provides in Section 13 that the provisions of the Declaration may be amended by an instrument in writing signed by the "Owner" or "Owners" (as defined in the Declaration) holding not less than ninety percent (90%) of the votes relative to the general business and affairs of the "Association" (as defined in the Declaration).

B. Section 15.8 of the Declaration permits the Developer, THC, Inc., to bring additional real property within the scheme of the Declaration by recording an Amendment to the Declaration in the Office of the Register of Deeds of Douglas County, Nebraska. THC, Inc. as Developer and Owner holds one hundred percent (100%) of the votes of the Association and desires to subject additional real property to the provisions of the Declaration and make certain other revisions to the Declaration and in accordance therewith hereby amends the Declaration in the manner hereinafter set forth.

AMENDMENT

Now, therefore, the Declaration is hereby amended as follows:

1. Section 1.8 of the Declaration is hereby amended by inserting the words "private sewers and appurtenances thereto" immediately after the words "drainage ways" on Line 9 thereof.

2. Section 1.16 of the Declaration is hereby amended by inserting the words "private sewers and appurtenances thereto" immediately after the words "drainage way" on Line 2 thereof.

3. Section 1.22 of the Declaration is hereby amended by deleting in its entirety the existing Section 1.22 and inserting in lieu thereof the following Section 1.22 to read as follows:

1.22 "Parcels" means any two or more of Lots 1 through 41, inclusive, and Lots 43 through 52, inclusive, and Lots 55 through 58 inclusive, of Lakeside Hills, Douglas County, Nebraska, and "Parcel" means any one of such Parcels. If any Parcel is hereafter lawfully subdivided, by administrative lot split, lot line adjustment, lot combination, or otherwise, the Owner of the affected Parcel shall record an instrument, which shall serve as an amendment to this Declaration, with copies attached thereto of the Land Surveyor's Certificates or Replat (in the event of a replatting approved by the Omaha City Council) recorded in the Records showing such subdivision. The Owner of the affected Parcel shall also give notice to the Association of the foregoing with a copy of the instrument recorded in the Records. The definition of any such subdivided Parcel for purposes of the Declaration shall be amended to either include or delete, as the case may be, the land added to or taken from such Parcel as a result of such subdivision.

4. Section 1.25 of the Declaration is hereby amended by deleting in its entirety the existing Section 1.25 and inserting in lieu thereof the following Section 1.25 to read as follows:

1.25 "Plat" means the final Plat and Dedication of Lakeside Hills as recorded in the Records at Deed Book 1990, Page 238 together with any other Plat and Dedication of Lakeside Hills subsequently recorded in the Records.

5. Section 3.6 of the Declaration is hereby amended by deleting in its entirety the existing Section 3.6 and inserting in lieu thereof the following Section 3.6 to read as follows:

3.6 Other Easements. The Association shall have the right, power and authority from time to time in its sole discretion to join in any dedication, conveyance or creation of any perpetual or temporary easement(s) affecting any portion of the Property over which the Association is the fee owner thereof or has been granted an easement hereunder, in favor of any Person including but not limited to any public utility, cable company, the City of Omaha or other governmental subdivision.

6. Section 5.1 of the Declaration is hereby amended by inserting the words "private sewers and appurtenances thereto" immediately after the words "water retention system" on Line 5 thereof.

7. Section 6.2 of the Declaration is hereby amended by adding the following paragraph immediately at the end of the existing Section 6.2 which shall read as follows:

The Special Assessments need not be assessed against all Parcels or Parcel Owners, but may be assessed by the Association, in its sole discretion, solely against the Parcel(s) and Parcel Owner(s) receiving or having available the use or benefit of any of the Common Surface Improvements or personal property in the General Common Areas or Parcel Common Areas for which the costs making up the Special Assessments are incurred or to be incurred and such Common Surface Improvements or personal property in the General Common Areas or Parcel Common Areas are not generally used by or available to all other Parcels or Parcel Owners. The determination by the Association as to those Parcels and Parcel Owners subject to the Special Assessments by reason of their special benefits or use shall be conclusive, final and binding on each and every Parcel and Parcel Owner for all purposes.

8. Exhibit "A" to the Declaration which sets forth the description of the real property covered by the Declaration is hereby amended to add to the Declaration the real property described on Exhibit "B" attached hereto and incorporated herein by this reference. Hereafter, all references in the Declaration to the Property shall be deemed to refer to the real property described in Exhibit "A" attached hereto and to the Declaration and the real property described in Exhibit "B" attached hereto and incorporated herein by this reference.

9. Except to the extent amended hereby, the Declaration shall remain unmodified and shall continue in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Amendment No. 1 as of the date first above written.

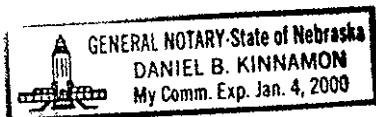
THC, INC., a Nebraska nonprofit corporation

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

By Joseph P. Laferla
Joseph P. Laferla
Its President

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 18th day of July 1996, by Joseph P. Laferla, President of THC, Inc., a Nebraska nonprofit corporation, on behalf of the corporation.



Daniel B. Kinnamon
Notary Public

EXHIBIT "A"

LEGAL DESCRIPTION

Lots 1 through 52, inclusive and Lot 55, Lakeside Hills, Douglas County, Nebraska.

Outlots 1 through 7, inclusive, Lakeside Hills, Douglas County, Nebraska.

EXHIBIT "B"

LEGAL DESCRIPTION

(TO BE PLATTED AS LOT 56, LAKESIDE HILLS, DOUGLAS COUNTY, NEBRASKA)

That part of the East Half the Southwest Quarter of Section 28, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, described as follows:
Beginning at the northeast corner of Lot 55, LAKESIDE HILLS, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska;
Thence North 89°43'44" West (bearing referenced to the Final Plat of LAKESIDE HILLS) for 120.00 feet to the northwest corner of said Lot 55;
Thence South 00°16'16" West for 139.12 feet along the west line of said Lot 55 to the north right of way line of West Center Road;
Thence South 88°11'52" West for 21.81 feet along the said north right of way line of West Center Road;
Thence North 86°43'52" West for 300.30 feet along the said north right of way line of West Center Road;
Thence North 75°38'45" West for 328.15 feet along the said north right of way line of West Center Road to the west line of the East Half of the Southwest Quarter of Section 28;
Thence North 00°05'05" East for 718.51 feet along said west line;
Thence along a curve to the left (having a radius of 430.00 feet and a long chord bearing South 83°35'44" East for 94.67 feet) for an arc length of 94.86 feet;
Thence South 89°54'55" East for 303.10 feet;
Thence along a curve to the right (having a radius of 270.00 feet and a long chord bearing South 58°25'53" East for 282.02 feet) for an arc length of 296.73 feet;
Thence along a curve to the left (having a radius of 530.00 feet and a long chord bearing South 33°05'37" East for 113.49 feet) for an arc length of 113.71 feet along the west right of way line of 175th Street;
Thence along a curve to the right (having a radius of 270.00 feet and a long chord bearing South 19°29'04" East for 182.52 feet) for an arc length of 186.19 feet along said west right of way line of 175th Street;
Thence South 00°16'16" West for 251.95 feet along the said west right of way line of 175th Street to the Point of Beginning.
Contains 12.28 acres.

SE SW

(TO BE PLATTED AS LOT 57, LAKESIDE HILLS, DOUGLAS COUNTY, NEBRASKA)

That part of the Southwest Quarter of Section 28, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, described as follows:
Beginning at the southwest corner of Lot 42, LAKESIDE HILLS, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska, described as follows:
Thence along a curve to the left (having a radius of 1030.00 feet and a long chord bearing South 69°19'29" West (bearings referenced to the Final Plat of LAKESIDE HILLS) for 347.51 feet) for an arc length of 349.18 feet along the north right of way line of Arbor Street as platted the said Final Plat;
Thence South 59°36'46" West for 86.21 feet along the said north right of way line of Arbor Street;
Thence along a curve to the right (having a radius of 330.00 feet and a long chord bearing North 58°35'16" West for 343.15 feet) for an arc length of 360.87 feet;
Thence North 89°54'55" West for 303.10 feet;
Thence along a curve to the left (having a radius of 370.00 feet and a long chord bearing North 76°09'41" West for 175.94 feet) for an arc length of 177.64 feet;
Thence North 31°28'01" East for 201.19 feet;
Thence along a curve to the left (having a radius of 350.00 feet and a long chord bearing North 04°37'52" East for 316.00 feet) for an arc length of 327.86 feet;
Thence along a curve to the right (having a radius of 375.00 feet and a long chord bearing North 19°11'35" West for 39.40 feet) for an arc length of 39.42 feet;
Thence along a non-radial line South 89°54'55" East for 481.31 feet;
Thence South 11°50'28" East for 279.06 feet;
Thence South 89°26'12" East for 513.09 feet to the west line of said Lot 42, LAKESIDE HILLS;
Thence South 00°33'48" West for 300.00 feet to the Point of Beginning.
Contains 11.43 acres.

SE } SW
SW }

(TO BE PLATTED AS LOT 58, LAKESIDE HILLS, DOUGLAS COUNTY, NEBRASKA)

That part of the East Half of the Southwest Quarter of Section 28, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, described as follows:

Beginning at the northwest corner of Lot 41, LAKESIDE HILLS, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska;

Thence South $30^{\circ}36'43''$ West (bearings referenced to the LAKESIDE HILLS Final Plat) for 109.08 feet along the west line of Lot 41, LAKESIDE HILLS to an angle point therein;

Thence South $00^{\circ}33'48''$ West for 829.27 feet along the west line of Lots 41 and 42, LAKESIDE HILLS;

Thence North $89^{\circ}26'12''$ West for 513.09 feet;

Thence North $11^{\circ}50'28''$ West for 279.06 feet;

Thence North $89^{\circ}54'55''$ West for 481.31 feet;

Thence along a curve to the right (having a radius of 375.00 feet and a long chord bearing North $08^{\circ}02'55''$ West for 106.11 feet) for an arc length of 106.46 feet to the west line of the said East Half of the Southwest Quarter of Section 28;

Thence North $00^{\circ}05'05''$ East for 765.53 feet along said west line of the East Half of the Southwest Quarter of Section 28;

Thence South $89^{\circ}42'05''$ East for 464.21 feet;

Thence along a curve to the right (having a radius of 348.89 feet and a long chord bearing South $77^{\circ}17'05''$ East for 150.04 feet) for an arc length of 151.22 feet;

Thence South $64^{\circ}52'04''$ East for 329.84 feet along the south right of way line of Frances Street as dedicated in the LAKESIDE HILLS Final Plat;

Thence along a curve to the left (having a radius of 400.00 feet and a long chord bearing South $75^{\circ}00'09''$ East for 140.77 feet) for an arc length of 141.51 feet along said south right of way line of Frances Street;

Thence along a curve to the right (having a radius of 500.00 feet and a long chord bearing South $80^{\circ}15'12''$ East for 85.14 feet) for an arc length of 85.24 feet along said south right of way line of Frances Street to the Point of Beginning.

Contains 23.40 acres.

NE SW