

FILED SARPY CO. NE.
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Glenn J. Lawling
REGISTER OF DEEDS

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**SECOND AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS, RESTRICTIONS AND EASEMENTS
OF HARRISON WOODS, A SUBDIVISION IN SARPY COUNTY, NEBRASKA**
(Lots 5 through 27, inclusive, Lots 59 through 103, inclusive, Lots 105 through 133, inclusive,
Lots 143 through 163, inclusive, and Lots 167 through 309, inclusive and Outlot "D",
Harrison Woods; Lots 49 (A&B) through 56 (A&B), inclusive, Harrison Woods;
Lots 1 through 10, inclusive and Outlot A, Harrison Woods Replat 1; Sublots 1 through 20, inclusive
of Lot 164, Sublots 1 and 2 of Lot 165 and Sublots 1 through 11, inclusive of Lot 166, Harrison Woods,
Sublots 1 through 16, inclusive of Lot 1 and Sublots 1 through 24, inclusive of
Lot 2, Harrison Woods Replat 2; Lots 1 and 2 and 4 through 10, inclusive, Harrison Woods Replat Three
and Lots 1 and 2, Harrison Woods Replat Four)

This Amendment to Declaration is made the 12th day of November, 2004, by HARRISON WOODS, L.L.C., a Nebraska limited liability company, hereinafter referred to as the "Declarant."

PRELIMINARY STATEMENT

By Declaration of Covenants, Conditions, Restrictions and Easements of Harrison Woods, a Subdivision in Sarpy County, Nebraska dated December 14, 2001 and recorded in Instrument No. 2001-41924 of the records of Sarpy County, Nebraska and Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Harrison Woods, a Subdivision in Sarpy County, Nebraska dated February 5, 2004 and recorded in Instrument No. 2004-06242 of the records of Sarpy County, Nebraska; Declaration of Covenants, Conditions, Restrictions and Easements of Harrison Wood Townhomes, a Part of Harrison Woods, a Subdivision in Sarpy County, Nebraska dated December 21, 2001 and recorded in Instrument No. 2001-43088 (herein collectively the "Declaration"), the Declarant imposed covenants, conditions and restrictions on Lots 5 through 27, inclusive and Lots 59 through 133, inclusive and Lots 143 through 163, inclusive, Harrison Woods and Lots 1 through 10, inclusive, Harrison Woods Replat, a subdivision in Sarpy County, Nebraska; Lots 28 (A&B) through 57 (A&B), inclusive, Harrison Woods, a subdivision in Sarpy County, Nebraska, Lots 167 through 309, inclusive and Outlot "D", Harrison Woods, a subdivision in Sarpy County, Nebraska. In Article V, Paragraph 2, the Declarant reserved the right to amend the Declaration.

Article V, Paragraph 2 of the Declaration provides as follows:

2. The covenants and restrictions of this Declaration shall run with and bind the land in perpetuity. This Declaration may be amended by Harrison Woods, L.L.C., a Nebraska limited liability company, or any person, firm, corporation, partnership, or entity designated in writing by Harrison Woods, L.L.C., a Nebraska limited liability company, in any manner which it may determine in its full and absolute discretion for a period of five (5) years from the date hereof. Thereafter this Declaration may be amended by an instrument signed by the owners of not less than seventy-five percent (75%) of the Lots covered by this Declaration.

Return to:

R+R
John Q. Bachman
PANSING HOGAN ERNST & BACHMAN LLP
10250 Regency Circle, Suite 300
Omaha, NE 68114

2004-47934A

Declarant does hereby amend and restate the Declaration in the following particulars only:

1. The Declarant does hereby delete Article II, Paragraph 1 in its entirety and substitutes a new Article II, Paragraph 1, as follows:

1. Declarant must approve in writing any plans to construct boundary fences along Harrison Street (the "Boundary Fence"). The boundary fence, if constructed, will: (i) be situated on the north boundary line of Lots 5 through 10, inclusive, Harrison Woods or any part thereof; (ii) be uniform in construction; and (iii) be of wood cedar fence and stone post materials or a black vinyl fence as shall be approved and determined by Declarant. Each of such Lots are collectively referred to as the "Boundary Lots".

2. This Declaration is in all other matters ratified and affirmed.

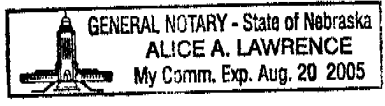
IN WITNESS WHEREOF, the Declarant has caused this Second Amendment to Declaration to be executed on the date and year first above written.

HARRISON WOODS, L.L.C., a Nebraska limited liability company, "Declarant"

By: Michael L. Riedmann
MICHAEL L. RIEDMANN, Manager

STATE OF NEBRASKA)
) ss.:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 12 day of November, 2004, by MICHAEL L. RIEDMANN, Manager of HARRISON WOODS, L.L.C., a Nebraska limited liability company, on behalf of the limited liability company.



Alice A. Lawrence
Notary Public