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Lloyd J. Dowling
REGISTER OF DEEDS


**FIRST AMENDMENT TO THE SECOND AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS
AND EASEMENTS FOR SOUTHPORT EAST**

This First Amendment to the Second Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Southport East (this "Amendment") is made the date shown on the close of this instrument by Southport East Landowners Association, Inc., a Nebraska nonprofit corporation (the "Association").

PRELIMINARY STATEMENT

WHEREAS, a Second Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Southport East recorded on November 27, 2002 with the Sarpy County Register of Deeds as Instrument No. 2002-49202 (the "Declaration") against the property legally described as:

Lots 1 through 6, inclusive, and Lots 10 through 16, inclusive, and Outlot "A", Southport East, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska; and Lot 1, Southport East Replat 1, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska.

Said Lots 1 through 6, inclusive, and Lots 10 through 16, inclusive, and Outlot "A", Southport East, and Lot 1, in Southport East Replat 1, are now known as:

Lots 5, 6 and 16, in SOUTHPORT EAST; Lot 1, in SOUTHPORT EAST REPLAT 1; Lots 1 and 2, in SOUTHPORT EAST REPLAT TWO; Lots 1, 2 and 3, in SOUTHPORT EAST REPLAT THREE; Lots 1 and 2, in SOUTHPORT EAST REPLAT FOUR; Lot 11A, in SOUTHPORT EAST REPLAT FIVE; Lots 3 through 10, inclusive, in SOUTHPORT EAST REPLAT SIX; Lots 14-A and 15-A, in SOUTHPORT EAST REPLAT EIGHT; Lots 1, 2, 3 and 4, in SOUTHPORT EAST REPLAT NINE; Lots 1 and 2, in SOUTHPORT EAST REPLAT TEN; Lot 2 and Outlot "A", in SOUTHPORT EAST REPLAT ELEVEN; Lots 1 and 2, in SOUTHPORT EAST REPLAT TWELVE, and, Outlot "A", in SOUTHPORT EAST, all Subdivisions, as surveyed, platted and recorded, in Sarpy County, Nebraska.

WHEREAS, Section 13.2 of the Declaration provides that the Declaration may be amended by a vote of the Owners holding at least seventy-five percent (75%) of the membership in the Association; and

WHEREAS, the Association held a meeting on March 8, 2011 at which meeting the Association approved the amendment set forth herein in accordance with Section 13.2; and

NOW, THEREFORE, the Association does hereby amend the Declaration as follows:

1. Definitions. Terms used in this Amendment shall have the meanings set forth in the Declaration except as otherwise defined herein.

2. Amendment:

- a. The following is hereby added as Section 9.2.15 of the Declaration:
“Section 9.2.15: Notwithstanding anything to the contrary herein, the prohibited uses set forth in subsection 9.2.11 and 9.2.13 of this Declaration shall not apply to Lot 16.”

3. No Other Amendment. Except as specifically set forth herein, the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this First Amendment to the Second Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Southport East on this 21st day of July, 2011.



Southport East Landowners Association,
Inc., a Nebraska nonprofit corporation

By: Trenton Magid
Name: Trenton Magid
Its: Chairman

STATE OF NEBRASKA)
)ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 21 day of July, 2011 by Trenton Magid, the Chairman, on behalf of Southport East Landowners Association, Inc., a Nebraska nonprofit corporation.

SEAL

Beverly J. Ellis
Notary Public

