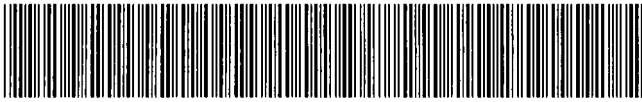




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**FIRST AMENDMENT TO DECLARATION
 OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS
 FOR THE FIVE FOUNTAINS VILLAS, A SUBDIVISION
 IN DOUGLAS COUNTY, NEBRASKA**

THIS FIRST AMENDMENT TO DECLARATION (this "First Amendment") is made on the date hereinafter set forth, by FIVE FOUNTAINS, LLC, a Nebraska limited liability company, hereinafter referred to as the "Declarant".

PRELIMINARY STATEMENT

WHEREAS, Declarant is the Declarant under the Declaration of Covenants, Conditions, Restrictions and Easements for the Five Fountains Villas, a subdivision in Douglas County, Nebraska, as recorded with the Douglas County Register of Deeds on September 7, 2011 as Instrument Number 2011075683 (the "Declaration").

WHEREAS, Article V, Section 2 of the Declaration provides "this Declaration may be amended by Declarant . . . in any manner which it may determine in its full and absolute discretion for a period of five (5) years from the date hereof; and

WHEREAS, Declarant desires to amend the Declaration to subject additional property owned by the Declarant to the Declaration.

NOW, THEREFORE, in consideration of the foregoing, Declarant hereby makes this First Amendment to the Declaration:

1. Definitions. Capitalized terms used herein shall be ascribed the same meaning as set forth in the Declaration unless context clearly requires otherwise.

2. Amendment. The Declaration is hereby amended in the following particulars:

MR

PANSI

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a. Amendment to Definition of Lots. The definition of the terms “Lots” as set forth in the first paragraph of the Preliminary Statement of the Declaration, is hereby revised as follows:

Lots 66 through 71, inclusive, and Lots 135 through 150, inclusive, in Five Fountains, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska

(the “Villas Lots”).

b. Continuation and Amendment. Article V, Section 2 of the Declaration is hereby deleted in its entirety and replaced as follows:

2. The covenants and restrictions of this Declaration shall run with and bind the land for a period of thirty (30) years from the date this declaration is recorded. Thereafter, unless otherwise revoked, the Declaration shall continue for successive thirty (30) year terms of renewal. This Declaration may be amended by Declarant, or any person, firm, corporation, partnership, or entity designated in writing by Declarant in a manner in which it may determine in its full and absolute discretion for a period of seven (7) years from the date of the original recording of the Declaration. 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.

3. Limitation of Amendment. Except as expressly herein, the Declaration shall continue in full force and effect according to its terms.

4. Association Approval. The purpose of the above amendments is to subject Lots 66 through 71 of Five Fountains to the covenants and restrictions of the Declaration. The effect of the amendments shall cause the Five Fountains Villas Association (the “Association”) to undertake certain responsibilities with respect to the newly added lots. The Association has executed this Amendment as an acknowledgement and acceptance of its obligations with respect to the added lots.

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Signature Page to Follow]**



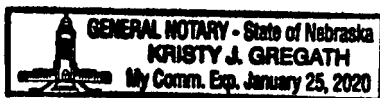
8th IN WITNESS WHEREOF, the Declarant has caused these presents to be executed this day of August, 2016.

FIVE FOUNTAINS, LLC, 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 8th day of August, 2016, by MICHAEL L. RIEDMANN, Manager of FIVE FOUNTAINS, LLC, a Nebraska limited liability company, on behalf of the company.



Kristy J. Gregath
Notary Public