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|-----------|-----------------------|
| COUNTER | LM |
| VERIFY | LM |
| FEES \$ | 122.50 |
| CHG | SFILE |
| SUBMITTED | ERICKSON & SEDERSTROM |

FILED SARPY CO. NE.
INSTRUMENT NUMBER

2011-16799

2011 Jul 08 02:35:39 PM

Sheryl J. Dowling

REGISTER OF DEEDS



Prepared by and Return to: ANDREW M. COLLINS, ERICKSON & SEDERSTROM, P.C., 10330 Regency Parkway Dr., Suite 100, Omaha, NE 68114 402-397-2200

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**AMENDMENT NO. 1 TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
MILLARD PARK SOUTH 2**

This Amendment No. 1 to Declaration of Covenants, Conditions and Restrictions (herein "Amendment") is made on the date hereinafter set forth by the undersigned, owners of more than seventy-five percent (75%) of the lots hereinafter described (collectively referred to as the "Owner").

WITNESSETH:

WHEREAS, Owner is the owner of more than seventy-five percent (75%) of the following described lots:

Lots 330 through 341, inclusive, in Millard Park South 2, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska; Sublots 1, 2, 3, 4, 5, 6 of Lot 342 in Millard Park South 2, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska; Sublots 1 through 23, inclusive, of Lot 343 in Millard Park South 2, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska; Sublots 1, 2, 3, 4 of Lot 344 in Millard Park South 2, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska; Sublots 1 through 20, inclusive, of Lot 346 in Millard Park South 2, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska.

WHEREAS, the foregoing described lots are subject to a certain Declaration of Covenants, Conditions and Restrictions recorded on March 11, 2004 as Instrument No. 2004-08377 in the Register of Deeds Office of Sarpy County, Nebraska (herein the "Declaration of Covenants").

WHEREAS, the Owner has the right to amend the Declaration of Covenants pursuant to Article VII, Section 3 of the Declaration of Covenants because the Owner is owner of more than seventy-five percent (75%) of the lots that are affected by the Declaration of Covenants, which Amendment is more particularly hereinafter set forth.

WHEREAS, Capital Investors, LLC as Declarant under the Declaration of Covenants has executed its written consent to this Amendment pursuant to Article VI, Section 3 of the Declaration of Covenants.

NOW, THEREFORE, it is hereby agreed as follows:

1. The Owner hereby amends the Declaration of Covenants by substituting the following paragraph in lieu of the existing Article III, Paragraph 5 of the Declaration of Covenants:

Section 5. Rate of Annual Assessment. The amount of each annual assessment shall be fixed at a uniform rate for each Unit and Lot; provided however, the annual assessment for any vacant Lot shall be fifty dollars (\$50.00) annually until construction of a Unit on the vacant Lot commences. The Lot on which a Unit is under construction shall become subject to the then-current uniform annual assessment rate of other Units and lots in the subdivision on the first (1st) day of the sixth (6th) month following the issuance of the building permit for the Unit under construction on such Lot.

2. By executing this Amendment as an owner, Capital Investors, LLC also consents to this Amendment as Declarant under the Declaration of Covenants.

3. Except for the revisions contained in this Amendment all terms, covenants and conditions of the recorded Declaration of Covenants shall remain unmodified and in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Amendment this 5th day of ~~June~~, 2011.
July,

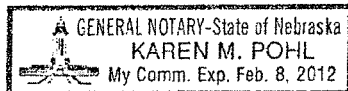
[SEPARATE SIGNATURE PAGES TO FOLLOW]

CAPITAL INVESTORS, LLC

Daniel J. Brabec
Daniel Brabec, Vice President

Sublot 10 of 345, Sublot 10 of 343, Sublot 1 of 344
Lot Numbers: Sublot 9 of 346, Sublot 9 of 345, Sublot 9 of 343, Sublot 8 of 345,
Sublot 7 of 345, Sublot 6 of 345, Sublot 6 of 342, Sublot 5 of 345, Sublot 5 of 342,
Sublot 4 of 344, Sublot 3 of 344, Sublot 24 of 343, Sublot 23 of 343, Sublot 22 of 343,
Sublot 21 of 343, Sublot 20 of 343, Sublot 2 of 344, Sublot 19 of 343, Sublot 18 of 343,
STATE OF NEBRASKA) Sublot 17 of 343, Sublot 16 of 343,
) SS. Sublot 15 of 343, Sublot 14 of 343,
COUNTY OF Douglas) Sublot 13 of 343, Sublot 12 of 343,
Sublot 11 of 343, Sublot 10 of 346,

The foregoing instrument was acknowledged before me this 5th day of July, 2011, by Daniel Brabec, Vice President of CAPITAL INVESTORS, LLC, a Nebraska limited liability company, on behalf of the company.



Karen M. Pohl
Notary Public
My Commission Expires: 02/08/2012

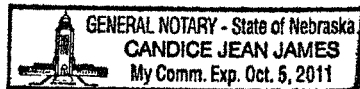
Joyce Modeland

Printed Name: Joyce Modeland

Lot Number: 330

STATE OF NEBRASKA)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Joyce modeland



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

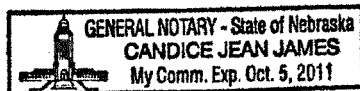
Phyllis Matthews

Printed Name: Phyllis Matthews

Lot Number: 334

STATE OF NEBRASKA)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Phyllis MATTHEWS

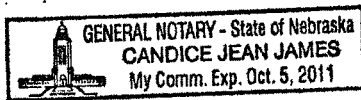


Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Carolyn J. Glenn
Printed Name: CAROLYN J. GLENN
Lot Number: 335

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 6 day of ^{July 2011} ~~June~~, 2011, by
CAROLYN J. Glenn

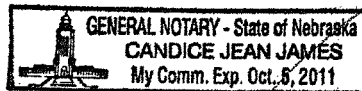


Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Dianne D. Geddes
Printed Name: Dianne D. Geddes
Lot Number: 338

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 6 day of ^{July} ~~June~~, 2011, by
Dianne D. Geddes



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

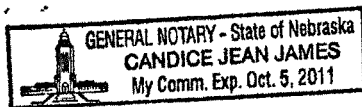
Virginia J. Holt

Printed Name: VIRGINIA J. HOLT

Lot Number: 341

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
VIRGINIA J. HOLT.



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

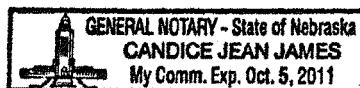
Janette M. Lewis

Printed Name: Janette M. Lewis

Lot Number: SUBLOT 30 & 342

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
JANETTE M. LEWIS

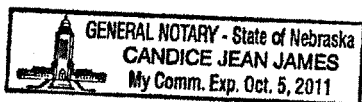


Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Cammie W. Weland
Printed Name: Cammie W. Weland
Lot Number: Sublot 8 of 346

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 6 day of ~~June~~^{July}, 2011, by
Cammie W. Weland

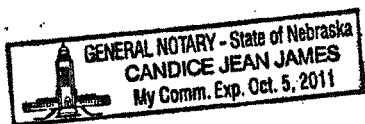


Candice Jean James
Notary Public
My Commission Expires: 10-5-11

[Signature]
Printed Name: KIRK STRASSBURG
Lot Number: Sublot 6 of 346

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 6 day of ~~June~~^{July}, 2011, by
KIRK L. STRASSBURG

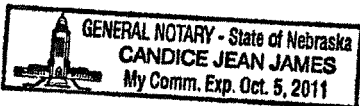


Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Shirley C. Watke
Printed Name: Shirley C. Watke
Lot Number: Sublot 14 of 34

STATE OF NEBRASKA)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 6 day of ~~June~~^{July}, 2011, by
Shirley C. Watke

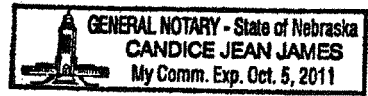


Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Thomas J. Henkelman
Printed Name: Thomas J. Henkelman
Lot Number: Sublot 8 of 34

STATE OF NEBRASKA)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 6 day of ~~June~~^{July}, 2011, by
Thomas J. Henkelman



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

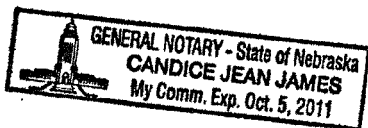
Sara Cogar

Printed Name: Sara Cogar

Lot Number: SUBLOT 1 of 345

STATE OF NEBRASKA)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
SARA COGAR



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

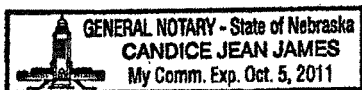
Sharon Wilson

Printed Name: SHARON Wilson

Lot Number: SUBLOT 3 of 345

STATE OF NEBRASKA)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
SHARON Wilson



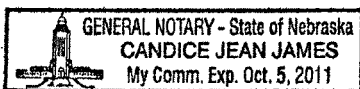
Candice Jean James
Notary Public
My Commission Expires: _____

William Jaquith
Printed Name: WILLIAM JAQUITH

Lot Number: 331

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
William Jaquith.



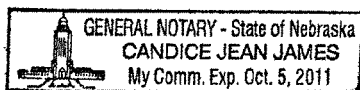
Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Shelly A. Kalin
Printed Name: Shelly A. Kalin

Lot Number: 336

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Shelly A. (Hochstein) Kalin.



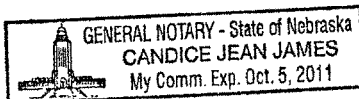
Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Sonelle Burton
Printed Name: Sonelle Burton

Lot Number: Sublot 2 of 346

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Sonelle Burton



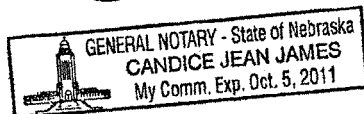
Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Ryan Ragsdale
Printed Name: RYAN RAGSDALE

Lot Number: Sublot 3 of 346

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Ryan Ragsdale



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

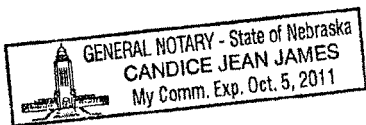
Gerald Brown

Printed Name: Gerald Brown

Lot Number: Sublot 5 of 344

STATE OF NEBRASKA)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
GERALD BROWN



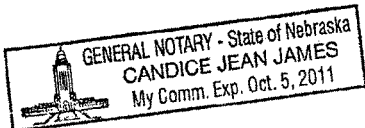
Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Jackie L. Casper
Printed Name: Jackie L. Casper

Lot Number: Sublot 2 of 342

STATE OF NEBRASKA)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
JACKIE L. CASPER



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

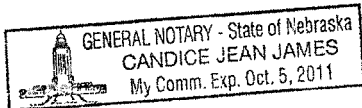
Lisa Starlin

Printed Name: Lisa Starlin

Lot Number: Sublot 17 of 346

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
LISA STARLIN



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

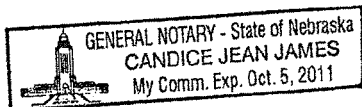
Kimberly Anderson

Printed Name: Kimberly Anderson

Lot Number: Sublot 13 of 346

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Kimberly Anderson



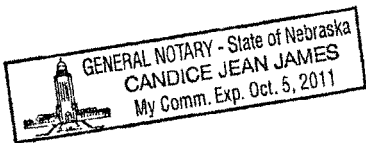
Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Lyle R. Person
Printed Name: LYLE R. PERSON

Lot Number: Sublot 15 of 346

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Lyle R. Person

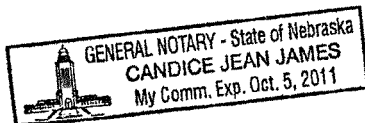


Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Penny Gildea
Printed Name: Penny Gildea
Lot Number: Sublot 20 of 346

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Penny Gildea



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

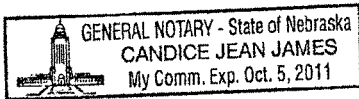
Penny Gildea

Printed Name: Penny Gildea

Lot Number: Sublot 19 of 346

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Penny Gildea



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

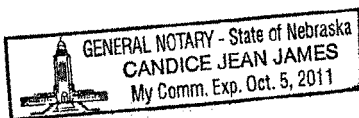
Ashlee Fedor

Printed Name: Ashlee Fedor

Lot Number: Sublot 2 of 345

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Ashlee (Young) Fedor



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

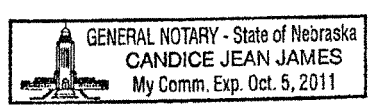
Amber Divis

Printed Name: Amber Divis

Lot Number: Sublot 6 of 343

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ~~June~~^{July}, 2011, by
Amber Divis



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

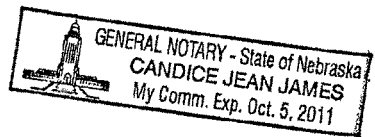
Marjorie M. Sawtelle

Printed Name: Marjorie M. Sawtelle

Lot Number: Sublot 5 of 343

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ~~June~~^{July}, 2011, by
MARJORIE M. SAWTELLE



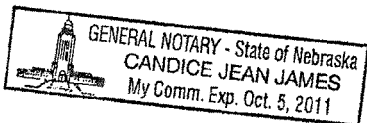
Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Lori Johnson
Printed Name: LORI JOHNSON

Lot Number: Sublot 3 of 343

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Lori Johnson

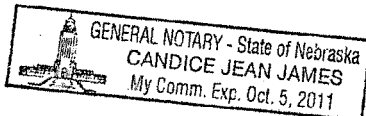


Candice Jean James
Notary Public
My Commission Expires: 10-5-11

Charlene M. Hupp
Printed Name: Charlene M. Hupp
Lot Number: Sublot 16 of 346

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Charlene M. Hupp



Candice Jean James
Notary Public
My Commission Expires: 10-5-11

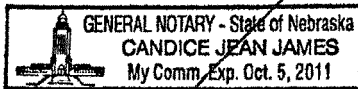
Martin S Blakely

Printed Name: Martin S Blakely

Lot Number: 340

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by



Notary Public
My Commission Expires: _____

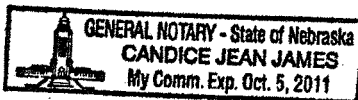
Philip A Cerra

Printed Name: Philip A Cerra

Lot Number: 339

STATE OF NEBRASKA)
COUNTY OF Douglas) ss.

The foregoing instrument was acknowledged before me this 6 day of ^{July}~~June~~, 2011, by
Philip A. Cerra



Candice Jean James
Notary Public
My Commission Expires: 10-5-11