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RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

**AMENDMENT NO. 1 TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
THE RESERVE SUBDIVISION, DOUGLAS COUNTY, NEBRASKA**

This Amendment No. 1 to the Declaration of Covenants, Conditions and Restrictions is made this 17th day of December, 1997 by The Reserve L.L.C., a Nebraska limited liability company (The "Declarant").

WITNESSETH:

WHEREAS, the Declaration of Covenants, Conditions and Restrictions dated April 9, 1997 was recorded on April 11, 1997 in Book 1207 at Page 1 of the Miscellaneous Records of the Register of Deeds, Douglas County (the "Covenants") against the real property described as follows:

Lots 1 through 25, inclusive, and Outlots A, B, C and D of The Reserve, a subdivision located in Douglas County, Nebraska, as surveyed, platted and recorded.

WHEREAS, The Reserve L.L.C., a Nebraska limited liability company, which is the Declarant under the Covenants, has the right to amend the Covenants pursuant to Article XIII, Section 3 of the Covenants, and

WHEREAS, the Declarant desires by this Amendment No. 1 to amend the Covenants as set forth herein, and

NOW, THEREFORE, the Declarant hereby amends the Covenants as follows:

- Article VII shall be amended to add the following Section 3 to Article VII:

Section 3. Structure Square Footage and Value. The primary structure constructed upon each Lot shall have total square footage of not less than 3,600 square feet and a value, including the Lot and all other improvements thereon, of not less than \$450,000.

- Article III, Section 3 shall be amended to read as follows:

Section 3. The Association shall have two classes of voting members, Class A Members and Class B Members, defined as follows:

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CLASS A: Class A Members shall be all Owners, including the Declarant. Each Class A Member shall be entitled to one vote for each Lot owned. When there shall be more than one person or entity holding an interest in any Lot, all such persons or entities or both, shall be Members; provided however that the vote for such Lot shall be exercised as such persons or entities or both, shall determine, but in no event shall more than one vote be cast with respect to any one Lot.

CLASS B: Class B Members shall be the Declarant or its successors and assigns which shall be entitled to two votes for each Lot owned by the Declarant or his successors or assigns. The Class B membership shall terminate, with the Declarant or its successors and assigns then continuing to be entitled to one vote for each Lot owned by the Declarant or his successors and assigns as a Class A Member, upon the occurrence of the first of the following dates:

- (a) The date on which the total votes outstanding in the Class A membership shall equal the total votes outstanding in the Class B membership, or
- (b) January 1, 1999.

3. Except that to those provisions amended above, and those provisions added above, the Covenants shall in all respects remain the same as written.

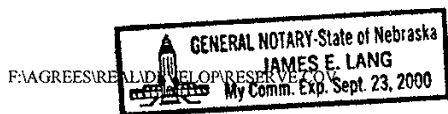
IN WITNESS WHEREOF, Declarant hereby executes and acknowledges these Amendment No. 1 to the Declaration of Covenants, Conditions and Restrictions on this 17th day of December, 1997.

THE RESERVE L.L.C., a Nebraska limited liability company, Declarant

By: W. Linder member
Wendy Linder, a Member

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) SS.

The foregoing document was executed before me by Wendy Linder, a Member of The Reserve L.L.C., a Nebraska limited liability company, on behalf of such company on this 12th day of December, 1997.



James E. Lang
Notary Public