



MISC 2007069869



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**THIRD AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR SADDLEBROOK,
A SUBDIVISION IN DOUGLAS COUNTY, NEBRASKA**

This Third Amendment to Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made this 19th day of June, 2007, by First National Bank of Omaha, a national banking association, hereinafter referred to as the "Declarant", to the Declaration of Covenants, Conditions and Restrictions for Lots 73 through 229, Inclusive, and Outlots 5 through 12, Inclusive, Saddlebrook, a Subdivision as Surveyed, Platted, and Recorded in Douglas County, Nebraska dated October 25, 2000, and filed with the Douglas County Register of Deeds on November 9, 2000, as Instrument Number 200015249*, as amended by First Amendment to Declaration of Covenants, Conditions and Restrictions for Saddlebrook, a Subdivision in Douglas County, Nebraska dated December 3, 2003, and filed with the Douglas County Register of Deeds on December 24, 2003, as Instrument Number 2003246714, as further amended by Second Amendment to Declaration of Covenants, Conditions and Restrictions for Saddlebrook, a Subdivision in Douglas County, Nebraska dated June 27, 2005, and filed with the Douglas County Register of Deeds on October 31, 2005, as Instrument Number 2005136959 (as amended, the "Declaration").

* as Book 1358, Page 18 *14*

PRELIMINARY STATEMENT

WHEREAS, the Declaration governs the following real estate:

Lots 73 through 229 and Outlots 5 through 12, inclusive in Saddlebrook, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska

Lots 232 through 382, inclusive in Saddlebrook, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska

Lots 383 through 427, inclusive, and Outlot 16, inclusive in Saddlebrook, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska

Return to:
James D. Buser
Pansing Hogan Ernst & Bachman, LLP
10250 Regency Circle, Suite 300
Omaha, Nebraska 68114

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3 BKP _____ C/O _____ COMP *8th*
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WHEREAS, the Declarant is the successor declarant under the Declaration pursuant to Assignment dated July 18, 2006, and filed with the Douglas County Register of Deeds on July 24, 2006, as Instrument Number 2006083289; and

WHEREAS, the Declaration provides that the "Declaration may be amended by the Declarant, or any person, firm, corporation, partnership or entity designated in writing by the Declarant, in any manner is shall determine in it full and absolute discretion for a period of seven (7) years from the date hereof".

WHEREAS, pursuant to Article VI, Section 3 of the Declaration, the "Declaration may be amended at any time by an instrument signed by Declarant".

WHEREAS, the Declarant wishes to amend certain terms of the Declaration.

NOW, THEREFORE, the Declarant, pursuant to the rights granted to it under the Declaration, hereby amends the Declaration in the following particulars:

1. Extension of Amendment Rights. The third paragraph in the Witnesseth Section shall be deleted in its entirety and the following shall be inserted in lieu thereof:

NOW THEREFORE, Declarant hereby declares that all of the Properties shall be held, sold and conveyed subject to the following easements, restrictions, covenants and conditions which are for the purpose of protecting the value and desirability of, and which shall run with the real property above described and shall be binding on all parties having any right, title or interest in the Properties or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof for a period of twenty-five (25) years from the date of filing this Declaration, at which time this Declaration shall be automatically extended for successive periods of ten (10) years, unless terminated by written agreement of two-thirds (2/3) majority of the then owners of the Lots, said agreement to be executed and recorded in the manner provided by law for conveyance of real estate in the State of Nebraska. This Declaration may be amended by the Declarant, or any person, firm, corporation, partnership or entity designated in writing by the Declarant, in any manner it shall determine in its full and absolute discretion for a period ending January 1, 2012. Any Amendment must be recorded. The terms and provisions of Articles II and III herein, dealing with the structure and activities of the Association, shall not become effective until directed in writing by the Declarant or until January 1, 2012, whichever shall first occur.

2. Class B Membership. Article II, Section 2, Class B, (b) shall be deleted in its entirety and the following shall be inserted in lieu thereof:

b. January 1, 2012, or

3. Architectural Control Committee. Article IV, Section 5 shall be deleted in its entirety and the following shall be inserted in lieu thereof:

Prior to January 1, 2012, all privileges, rights, powers and authority may be exercised exclusively by the Declarant. After January 1, 2012, or at such earlier date as may be directed in writing by the Declarant, all privileges, rights, powers and authority under this Article shall be exercised by and vested in a Committee to be selected by the Association. If such a Committee has not been selected at that time or at any later time, the requirements of this Article shall not be applicable during the period when such Committee is not operating.

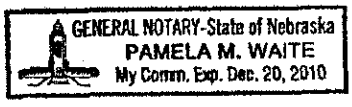
4. Miscellaneous. Except as amended and modified herein the Declaration shall continue in full force and effect in accordance with its terms.

FIRST NATIONAL BANK OF OMAHA,
a national banking association

By: *Robert J. Horak*
Printed Name: Robert J. Horak
Title: Vice President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledge before me this 19 day of June, 2007 by Robert J. Horak, Vice President of First National Bank of Omaha, a national banking association, on behalf of the association.



Pamela M. Waite
Notary Public