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Kevin J. McCoy
 Smith, Gardner, Slusky,
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 8712 W. Dodge Road, Suite 400
 Omaha, NE 68114

Steve Slusky
 REGISTER OF DEEDS

**THIRD AMENDMENT TO THE AMENDED AND RESTATED
 DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
 FOR LOTS 87 THROUGH 448, INCLUSIVE, SUNRISE ADDITION,
 A SUBDIVISION IN SARPY COUNTY, NEBRASKA**

THIS THIRD AMENDMENT TO THE AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS is made on the date hereinafter set forth by the SUNRISE HOMEOWNERS ASSOCIATION, a Nebraska Nonprofit Corporation, hereinafter referred to as the "Association."

WITNESSETH:

WHEREAS, a certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for Lots 87 through 338, inclusive, Sunrise Addition, a Subdivision in Sarpy County, Nebraska (hereinafter "Covenants") was filed for record in the office of the Register of Deeds of Sarpy County, Nebraska on June 18, 2002, at Instrument Number 2002-22721; and

WHEREAS, a certain First Amendment to the Amended and Restated Declaration of Covenants, Conditions and Restrictions was filed for record in the office of the Register of Deeds of Sarpy County, Nebraska on June 24, 2003, at Instrument Number 2003-34510, making the Covenants specifically applicable as well to Lots 340 through 448, inclusive, in Sunrise Addition, a Subdivision as surveyed platted and recorded in Sarpy County, Nebraska; and

WHEREAS the Association, as designated successor to the original Declarant, Benchmark Homes, Inc., has determined to further amend the Covenants to change the manner in which future amendments to the Covenants may be undertaken after January 1, 2009;

NOW THEREFORE, the Association declares that the Covenants are hereafter amended as follows:

1. The following sentence is removed from Page 3 of the Covenants: "After January 1, 2009, this Declaration may be amended by an instrument signed by not less than two-thirds (2/3) of the Owners, and such instrument must be properly recorded."

2. In its place is added the following provision as Section 6 of Article VI:

ARTICLE VI.

Section 6. **Amendment.** This Declaration may be amended at any annual meeting or special meeting of the Association called for such purpose, or by a petition signed and presented to the Board of Directors by at least seventy-five percent of all lot owners. Any amendment proposed by resolution of the Board of Directors or by petition shall require that notice be mailed, delivered or left at the front door by the Association to all lot owners, at least ten (10) but not more than twenty (20) days prior to such meeting, stating the time, place, and purpose of the meeting. No business shall be transacted at a special meeting except as stated in the notice.

Each lot owner present in person, or by proxy designated in writing to the Board of Directors, shall have one vote either in favor of or in opposition to any resolution or petition seeking to amend any provision of this Declaration. A vote of two-thirds (2/3) of all lot owners present in person or by proxy shall serve to adopt any proposed amendment, which shall then be duly recorded with the Register of Deeds. No vote shall be valid unless a quorum of at least twenty (20) lot owners vote either in person or by proxy at such meeting.

IN WITNESS WHEREOF, the undersigned Association has executed this Amendment to Declaration this 23 day of December, 2008.

SUNRISE HOMEOWNERS ASSOCIATION,
A Nebraska Nonprofit Corporation

By: Anthony J. Madrigal
Anthony Madrigal
Designee of the Board of Directors

STATE OF NEBRASKA)
) ss.
COUNTY OF SARPY)

The foregoing instrument was acknowledged before me this 23 day of ~~September~~ ^{December}, 2008, by ANTHONY MADRIGAL, Director of the Sunrise Homeowners Association, a Nebraska Nonprofit Corporation, on behalf of the corporation.



Monica Gerhart
Notary Public