

BOOK 859 PAGE 741

Amendment and Extension
of
DECLARATIONS and SUPPLEMENTARY DECLARATIONS

Lots 1 through 153 and Southwesterly 4 Acres of Lot 154, REGENCY 1st ADDITION;

Lots 164 through 227, REGENCY 3rd ADDITION;

Lots 232 through 300, REGENCY 4th ADDITION;

Lots 301 through 329, REGENCY 5th ADDITION;

Lots 330 through 333, Parts of Lots 334 and 335, and

Lots 336 through 371, REGENCY 6th ADDITION;

Lots 155-B1 through B6 and Lots 155-C1 through C16,

REGENCY TOWNHOMES 1st ADDITION;

Parts of Lot 155-A4, Lots 155-G1 through G6,

Parts of Lots 155-G7 and G8, Lots 155-G9 through G14,

and Lots 155-H1 through H15,

REGENCY TOWNHOMES 2nd ADDITION;

Lots 155-D1 through D6, Lots 155-E1 through E10,

and Lots 155-F1 through F4,

REGENCY TOWNHOMES 3rd ADDITION;

Lots 155-J1 through J20, REGENCY TOWNHOMES 4th ADDITION; and

Lots 372 through 415, REGENCY 6th ADDITION.

This AMENDMENT and EXTENSION of DECLARATIONS and SUPPLEMENTARY DECLARATIONS
made August 23, 1988, by

REGENCY HOMES ASSOCIATION, a Nebraska nonprofit corporation with its
registered office in Omaha, Douglas County, Nebraska, hereafter called
"Declarant",

WITNESSETH: THAT,

Whereas Regency, Inc., a Nebraska business corporation wholly owned by United
of Omaha Life Insurance Company (formerly named "United Benefit Life Insurance
Company"), a Nebraska insurance corporation with its registered office in
Omaha, Douglas County, Nebraska, hereafter called "United", and others then
owning all of certain parts of Sections 20 and 21, Township 15 North, Range 12
East of the Sixth Principal Meridian in Douglas County, Nebraska, have
heretofore agreed, pursuant to an unrecorded Indenture executed May 19, 1968,
that so much thereof as comprises Lots 1 through 153 and the Southwesterly 4

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GEORGE J. BUELL
REGISTER OF DEEDS
DOUGLAS COUNTY, NEBR.

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BOOK 859 PAGE 742

Acres of Lot 154, Regency 1st Addition, Lots 164 through 227, Regency 3rd Addition, Lots 232 through 300, Regency 4th Addition, Lots 301 through 329, Regency 5th Addition, and Lots 330 through 333, parts of Lots 334 and 335, and Lots 336 through 371, Regency 6th Addition, formerly subdivisions in and now additions to City of Omaha, Douglas County, Nebraska, as surveyed, platted, and recorded, hereafter called, respectively, "Regency 1", "Regency 3", "Regency 4", "Regency 5", and "Regency 6", would be subject to conditions and other terms appropriate, convenient, or necessary to preserve and promote their private residential character, inclusive of membership in Declarant, in conformity to and coordination with the general scheme of development and use expressed in said unrecorded Indenture throughout the period to be ended after December 31, 1998, or such other date as might be fixed through formal corporate action of Declarant, and also have heretofore agreed, pursuant to said unrecorded Indenture, that so much thereof as comprises Lots 155-B1 through B6 and Lots 155-C1 through C16, Regency Townhomes 1st Addition, Lots 155-G1 and G2, Lot 155-G3 inclusive of the first westerly .030 acre of Lot 155-A4, Lot 155-G4 inclusive of the second westerly .030 acre of Lot 155-A4, Lots 155-G5 and G6, Lot 155-G7 exclusive of the first westerly .033 acre thereof and inclusive of the third westerly .001 acre of Lot 155-A4, Lot 155-G8 exclusive of the second northerly .001 acre thereof and inclusive of the fourth northwesterly .007 acre and of the fifth northwesterly .027 acre of Lot 155-A4, Lots 155-G9 through G14, and Lots 155-H1 through H15, Regency Townhomes 2nd Addition, Lots 155-D1 through D6, Lots 155-E1 through E10, and Lots 155-F1 through F4, Regency Townhomes 3rd Addition, Lots 155-J1 through J20, Regency Townhomes 4th Addition, and Lots 372 through 415, Regency 6th Addition, formerly subdivisions in and now additions to City of Omaha, Douglas County, Nebraska, as surveyed, platted, and recorded, hereafter called, respectively, "Regency Townhomes 1", "Regency Townhomes 2", "Regency

BOOK 859 PAGE 743

Townhomes 3", "Regency Townhomes 4", and "Regency Townhomes II", would be subject to conditions and other terms appropriate, convenient, or necessary to preserve and promote their clustered private residential character, inclusive of membership in Declarant, in conformity to and coordination with the general scheme of development and use expressed in said unrecorded Indenture throughout the period to be ended after December 31, 1998, or such other date as might be fixed through formal corporate action of Declarant;

Whereas said Regency, Inc. and such others have heretofore provided, pursuant to said unrecorded Indenture and to a certain Declaration executed May 19, 1968, and recorded at Pages 103 through 115 of Book 461 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, as to Regency 1, except for said Southwesterly 4 Acres of Lot 154 in Regency 1, for the creation and imposition thereon of certain conditions and other terms set out in said Declaration, for the inclusion thereof in membership in Declarant, and for the extension of such conditions and other terms to additional real property; and Declarant has heretofore accepted such inclusion in its membership;

Whereas said Regency, Inc. has heretofore provided, pursuant to said unrecorded Indenture, to said Declaration, and to a certain Supplementary Declaration executed April 28, 1971, and recorded at Pages 35 through 38 of Book 499 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the extension of the conditions and other terms set out in said Declaration to Regency 3 and for the inclusion thereof in membership in Declarant; and Declarant has heretofore accepted such additional inclusion in its membership;

BOOK 859 PAGE 744

Whereas said United has heretofore provided, pursuant to said unrecorded Indenture, to said Declaration, and to a certain Supplementary Declaration executed March 21, 1973, and recorded at Pages 369 through 372 of Book 520 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the extension of the conditions and other terms set out in said Declaration to said Lots 232 through 274 in Regency 4 and for the inclusion thereof in membership in Declarant; and Declarant has heretofore accepted such additional inclusion in its membership;

Whereas said United has heretofore provided, pursuant to said unrecorded Indenture, to said Declaration, and to a certain Supplementary Declaration executed July 19, 1973, and recorded at Pages 723 through 726 of Book 524 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the extension of the conditions and other terms set out in said Declaration to said Lots 275 through 300 in Regency 4 and for the inclusion thereof in membership in Declarant; and Declarant has heretofore accepted such additional inclusion in its membership;

Whereas said United has heretofore provided, pursuant to said unrecorded Indenture, to said Declaration, and to a certain Supplementary Declaration executed May 21, 1976, and recorded at Pages 295 through 298 of Book 565 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the extension of the conditions and other terms set out in said Declaration to Regency 5 and for the inclusion thereof in membership in Declarant; and Declarant has heretofore accepted such additional inclusion in its membership;

BOOK 859 PAGE 745

Whereas said United has heretofore provided, pursuant to said unrecorded Indenture, to said Declaration, and to a certain Supplementary Declaration executed October 24, 1978, and recorded at Pages 387 through 391 of Book 609 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, as modified by a certain Correction of Supplementary Declaration executed February 16, 1979, and recorded at Pages 659 and 660 of Book 610 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the extension of the conditions and other terms set out in said Declaration to said Lots 330 through 333, parts of Lots 334 and 335, and Lots 336 through 371 in Regency 6 and for the inclusion thereof in membership in Declarant; and Declarant has heretofore accepted such additional inclusion in its membership;

Whereas Karen A. Theisen and William M. Theisen, wife and husband of Omaha, Douglas County, Nebraska, have heretofore provided, pursuant to said unrecorded Indenture, to said Declaration, to a certain Supplementary Declaration executed May 3, 1982, and recorded at Pages 282 through 286 of Book 670 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, and to a certain Ratification of Supplementary Declaration executed July 8, 1987, and recorded at Pages 330 through 335 of Book 822 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the extension of the conditions and other terms of said Declaration to said Southwesterly 4 Acres of Lot 164 in Regency 1 and for the inclusion thereof in membership in Declarant; and Declarant has heretofore accepted such additional inclusion in its membership;

BOOK 859 PAGE 746

Whereas said United has heretofore provided, pursuant to said unrecorded Indenture, to said Declaration, and to Paragraphs 1, 4, and 7 of a certain Declaration executed July 30, 1971, and recorded at Pages 7 through 21 of Book 502 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the inclusion in membership in Declarant of Regency Townhomes 1; and Declarant has heretofore accepted such additional inclusion in its membership;

Whereas said United has heretofore provided, pursuant to said unrecorded Indenture, to said Declaration, and to Paragraphs 1, 4, and 7 of that certain Supplementary Declaration executed May 22, 1972, and recorded at Pages 209 through 215 of Book 510 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, as modified by a certain Amendment to Supplementary Declaration executed May 24, 1976, by Regency Townhomes Association, a Nebraska nonprofit corporation with its registered office in Omaha, Douglas County, Nebraska, accepted by Declarant and also accepted by a certain Adoption and Ratification of Amendment to Supplementary Declaration executed May 28, 1976, by said United and recorded, respectively, at Pages 365 through 369 and at Pages 729 and 730 of Book 565 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the inclusion in membership in Declarant of Regency Townhomes 2; and Declarant has heretofore accepted such additional inclusion in its membership as so modified;

Whereas said United has heretofore provided, pursuant to said unrecorded Indenture, to said Declaration, and to Paragraphs 1, 4, and 7 of that certain Supplementary Declaration executed October 1, 1975, and recorded at Pages 333 through 339 of Book 556 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the inclusion in membership in Declarant of

BOOK 859 PAGE 747

Regency Townhomes 3; and Declarant has heretofore accepted such additional inclusion in its membership;

Whereas said United has heretofore provided, pursuant to said unrecorded Indenture, to said Declaration, and to Paragraphs 1, 4, and 7 of that certain Supplementary Declaration executed June 13, 1977, and recorded at Pages 353 through 360 of Book 583 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the inclusion in membership in Declarant of Regency Townhomes 4; and Declarant has heretofore accepted such additional inclusion in its membership; and

Whereas said United has heretofore provided, pursuant to said unrecorded Indenture to said Declaration, and to Paragraphs 1, 4, and 7 of that certain Declaration executed October 24, 1978, and recorded at Pages 392 through 400 of Book 609 of the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska, for the inclusion in membership in Declarant of Regency Townhomes II; and Declarant has heretofore accepted such additional inclusion in its membership;

Now, Therefore, in consideration of the matters herein recited and upon due exercise of its corporate authority and power in the manner set out in its Articles of Incorporation and its By-Laws, as amended, Declarant does hereby

AMEND and EXTEND said Declarations and said Supplementary Declarations as follows, to-wit:

1. Respective Paragraphs 2 of each of said Declaration executed March 19, 1968, as to Regency 1, except for said Southwesterly 4 Acres of Lot 154 in

BOOK 859 PAGE 748

Regency 1, said Supplementary Declaration executed April 28, 1971, as to Regency 3, said Supplementary Declaration executed March 21, 1973, as to said Lots 232 through 274 in Regency 4, said Supplementary Declaration executed July 19, 1973, as to said Lots 275 through 300 in Regency 4, said Supplementary Declaration executed May 21, 1976, as to Regency 5, said Supplementary Declaration executed October 24, 1978, as to said Lots 330 through 371 in Regency 6, and said Supplementary Declaration executed May 3, 1982, and said Ratification of Supplementary Declaration executed July 8, 1987, as to said Southwesterly 4 Acres of Lot 154, in Regency are and will be amended forthwith by substitution of the date, "December 31, 2028", for and in the place of the date, "December 31, 1998", so as to extend throughout the period ended on or after such substituted later date the applicability to the involved property and the enforceability of the covenants.

2. Respective Paragraphs 4 of each of said Declaration executed May 19, 1968, as to Regency 1, except for said Southwesterly 4 Acres of Lot 154 in Regency 1, said Supplementary Declaration executed April 28, 1971, as to Regency 3, said Supplementary Declaration executed March 21, 1973, as to said Lots 232 through 274 in Regency 4, said Supplementary Declaration executed July 19, 1973, as to said Lots 275 through 300 in Regency 4, said Supplementary Declaration executed May 21, 1976, as to Regency 5, said Supplementary Declaration executed October 24, 1978, as to said Lots 300 through 371 in Regency 6, said Supplementary Declaration executed May 3, 1982, and said Ratification of Supplementary Declaration executed July 8, 1987, as to said Southwesterly 4 Acres of Lot 154 in Regency 1, said Declaration executed July 30, 1971, as to Townhomes 1, said Supplementary Declaration executed May 22, 1972, as to Townhomes 2, said Supplementary Declaration executed October 1, 1978, as to Townhomes 3, said Supplementary Declaration

BOOK 859 PAGE 749

executed June 13, 1977, as to Townhomes 4, and said Declaration executed October 24, 1978, as to Townhomes 11, are and will be amended forthwith by substitution of the date, "December 31, 2028", for and in the place of the date, "December 31, 1998", so as to extend throughout the period ended on or after such substituted later date the benefit and burden for the involved property of membership in Declarant.

IN WITNESS WHEREOF, Declarant has executed this Amendment and Extension of Declarations and Supplementary Declarations at Omaha, Douglas County,



REGENCY HOMES ASSOCIATION

BY Howard H. Moldenhauer
Howard H. Moldenhauer
Its President

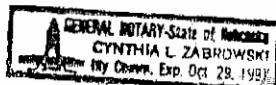
Attest:

BY Judy Ann Simmons
Judy Ann Simmons,
Its Secretary

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss

Before me, a Notary Public qualified for said county, personally appeared Howard H. Moldenhauer, President of Regency Homes Association, a Nebraska nonprofit corporation, known to me to be the President and identical person who executed the foregoing instrument, acknowledged the execution thereof to be his voluntary act and deed as such officer and the voluntary act and deed of said corporation, and declared the execution and delivery thereof to be duly authorized and its corporate seal to be thereto affixed by its authority.

WITNESS my hand and Notarial Seal on August 23, 1988.



Cynthia L. Zabrowski
Notary Public

BOOK 859 PAGE 750

ACKNOWLEDGMENT CONCERNING POWER OF SALE PROVISIONS

The undersigned, who are to be the Trustors under that certain Deed of Trust dated August 15, 1988, wherein Southwest Bank & Trust Company of Omaha is Trustee and Southwest Bank & Trust Company of Omaha is beneficiary, encumbering the following described property:

Lot 10, Block 14, Happy Hollow, an Addition to the City of
of Omaha, as surveyed, platted and recorded, in Douglas County,
Nebraska

acknowledge that they have been informed by agents for Southwest Bank & Trust Company of Omaha and do fully understand that the Deed of Trust is a Deed of Trust and not a mortgage and that the power of sale set forth in the Deed of Trust provides substantially different rights and obligations to the parties to the transaction than a mortgage in the event of a default or breach of any obligation contained in the Deed of Trust or the note which said Deed of Trust is given to secure.

IN WITNESS WHEREOF, the undersigned have executed this acknowledgment PRIOR TO THE EXECUTION of the aforesaid Deed of Trust this 15th day of August, 1988.

William C. Bruns

~~Sandra L. Bruns~~

STATE OF NEBRASKA)) ss.
COUNTY OF DOUGLAS)

On this 15th day of August, 1988, before me, a Notary Public in and for said County and State, appeared the above named William C. Bruns and Sandra L. Bruns, Husband and Wife who acknowledge the execution of the above and foregoing document to be their voluntary act and deed, and further acknowledge said document was executed prior to execution of the Deed of Trust referenced therein.

Notary Public

My commission expires

GENERAL NOTARY STATE OF NEBRASKA
DONALD J. OLSON
My Comm. Exp. APRIL 18, 1999

14105 Prairie

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GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY

BK 859 N 58A-542^{sw} C/O FEE
PG 750 N DEL MC
BY COMP. F/B