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OMAHA, NE. 68127

BOOK 1095 PAGE 322

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GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

**THIRD AMENDMENT TO MASTER DEED
AND BY-LAWS CREATING PIEDMONT
TOWNHOMES CONDOMINIUM PROPERTY
REGIME NO. 1**

WHEREAS, the Master Deed (the "Master Deed") creating Piedmont Townhomes Condominium Property Regime No. 1 (the "Regime") was filed with the Register of Deeds of Douglas, Nebraska, on February 27, 1973, in Book 1474, at Page 219 of the Deed Records:

WHEREAS, the First Amendment to Master Deed and By-Laws (the "Amendment") was filed with the Register of Deeds of Douglas County, Nebraska, on March 23, 1977, in Book 578, at Page 231 of the Miscellaneous Records;

WHEREAS, the Second Amendment to Master Deed and By-Laws (the "Amendment") was filed with the Register of Deeds of Douglas County, Nebraska, on August 14, 1985, in Book 748, at Page 199 of the Miscellaneous Records;

WHEREAS, the Second Amendment, among other things, reannexed certain land and units to the Regime; and

WHEREAS, pursuant to the provisions of: Article VII, paragraph f. of the Amended Master Deed and Section 76-853 R.R.S. 1943, the unit owners of the Regime desire to reduce the number of units in the Regime.

NOW, THEREFORE, the Master Deed, including all Exhibits attached thereto, and the First and Second Amendments thereto are hereby amended as follows:

1. Paragraph IV of the Master Deed as reflected in the Amendment is hereby amended to read:

IV. DESCRIPTION OF REGIME

The condominium regime consists of nineteen (19) buildings, six (6) of which are garage buildings and thirteen (13) of which are unit buildings, one to three stories in height, and including basement areas.

The buildings contain a total of forty-three (43) units which may only be used for residential purposes. The condominium regime also includes attached and unattached automobile garages, parking areas, pool, gardens and landscaping. The total ground floor area of all buildings aggregates 54,999 square feet. Said buildings and improvements, together with their location on the land and the area and location of each apartment are more particularly

CM 26385 1095 80A-369 - 1 of 3 -
CASH BK FB 68-36432
TYPE MISC PG 322-332 C/O COMP SCAN PD
FEE 7650 OF MISC LEGL PG MC FV

described, as follows: (a) Units 1 through 22, inclusive, and Units 39 through 44, inclusive, as described in the building plans attached to the Master Deed as Exhibit "C", (b) Units 23 through 28, inclusive, and Units 33 through 38, inclusive, as described in the building plans attached to the second Amendment to the Master Deed as Exhibit "2", and (c) Units 30 through 32, inclusive, as described in the building plans attached hereto as "Exhibit 1" and by this reference made a part hereof and of the Master Deed.

2. Paragraph VI of the Master Deed as reflected in the Amendment is hereby amended to read:

VI. VALUES

The total value of the entire condominium regime is One Million Six Hundred Eighty Thousand Four Hundred Fifty and 00/100 Dollars (\$1,680,450.00), and the basic value of each unit together with a general description thereof, its square footage, its limited common elements, its percentage share of the expenses of the regime, ownership of the common elements and the number of votes incident to ownership of such unit, are all as set forth on Exhibit "3" attached hereto and by this reference made a part hereof and of the Master Deed.

3. This Third Amendment is effected in pursuant to the provisions of: Article VII, paragraph f. of the Amended Master Deed and the provisions of Section 76-853 R.R.S. 1943, by the unit owners representing more than 75.0% of the condominium's total value, as reflected in the Amended Master Deed; in accordance with the vote of said unit owners at a meeting duly called for the purpose of amending the Regime's Master Deed, held in Omaha, Nebraska on February 28, 1993. This Amendment shall become effective upon the date of execution by all parties and filing with the Register of Deeds of Douglas County, Nebraska.

DATED this 26 day of AUGUST, 1993.

Piedmont Townhomes Association, Inc., a
Nebraska Non-Profit Corporation,

By:



Steven Saye, President

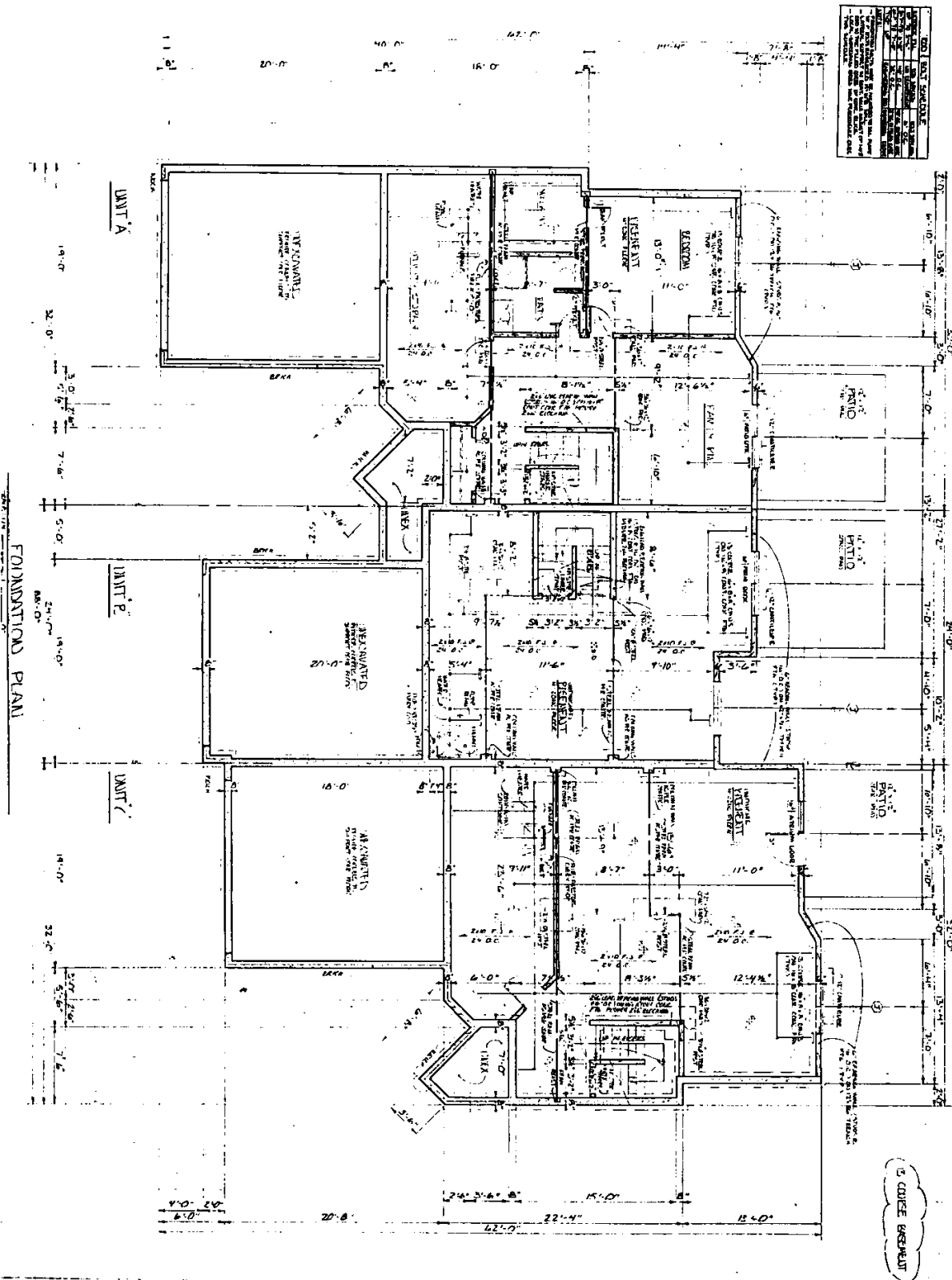


EXHIBIT "2" - PAGE 2 OF 4

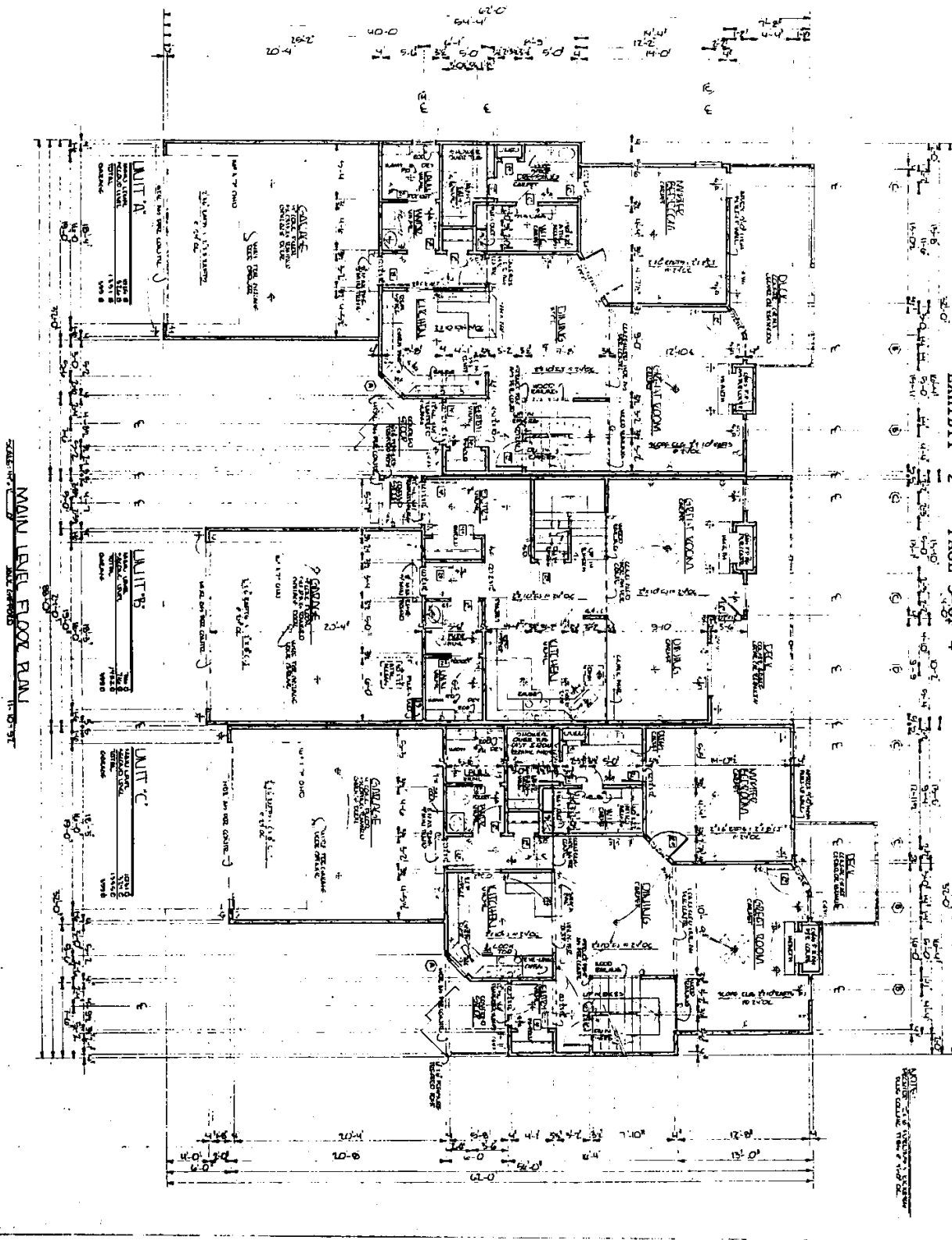
LAUREL COURT - FOUNDTN FOUNDATIONS

NEW VENTURES
DESIGN/DRAFTING SERVICE

1110 W. STREET
SUITE 200
CHANDLER, AZ 85024
(480) 951-8211

These drawings are prepared in accordance with the provisions of the Arizona Building Code and the International Building Code. The user of these drawings shall be responsible for obtaining all necessary permits and for compliance with all applicable laws, codes and regulations. The user shall also be responsible for obtaining all necessary approvals from the appropriate authorities. The user shall also be responsible for obtaining all necessary approvals from the appropriate authorities. The user shall also be responsible for obtaining all necessary approvals from the appropriate authorities.

EXHIBIT "2" - PAGE 3 OF 4

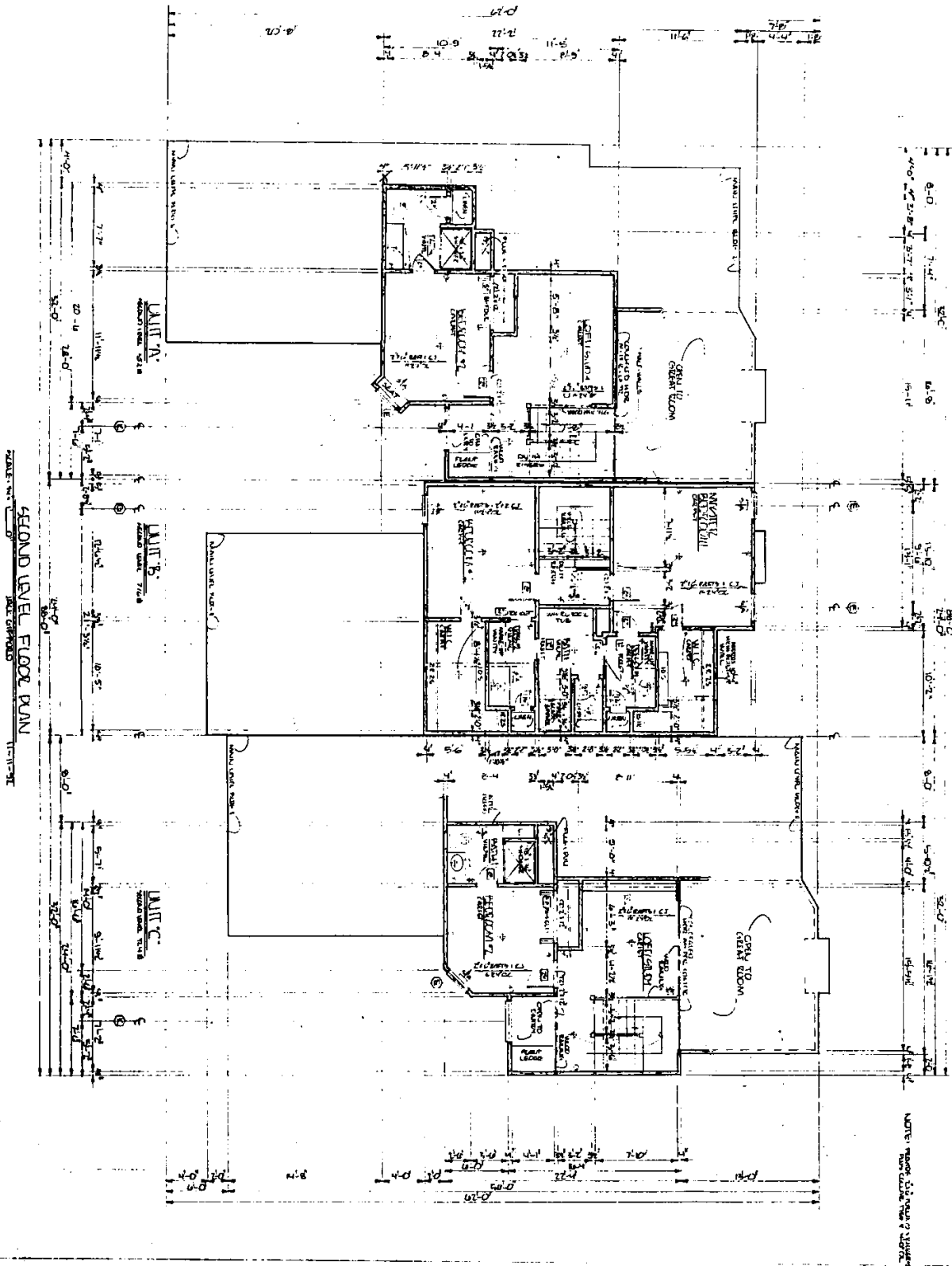


MAIN LEVEL FLOOR PLAN

LANDIER
 LANDMARK COLONY - PIERMONT
 4 of 6

NV NEW VENTURES
 DESIGN/DRAFTING SERVICE
 1114 1st STREET
 SUITE 212
 OAKLAND, CA 94612
 (415) 531-8111

DESIGNED BY AND AN ARCHITECT OR ENGINEER AND SPECIFICATIONS FOR CONSTRUCTION SHALL BE OBTAINED FROM THE ARCHITECT OR ENGINEER OF RECORD. THE ARCHITECT OR ENGINEER OF RECORD SHALL BE RESPONSIBLE FOR THE ACCURACY OF THESE PLANS FOR THE PROJECT SPECIFIED AND APPROVED.



MANOR
 LANDMARK, COASTAL - PIEDMONT
 TOWNHOUSE

NV NEW VENTURES
 DESIGN/DRAFTING SERVICE
 11111 70TH STREET
 SUITE 20
 CHAMPAIGN, ILL. 61813
 (401) 891-8111

The Designer is not an architect or engineer and does not hold out those titles. This plan should not be used for the construction of a permanent structure. However, the Designer is not responsible for the accuracy of the information on these plans for use on any other job. Consult the Designer for more information on the availability of these plans for your specific use and needs.

EXHIBIT "3" TO MASTER DEED
UNIT DESCRIPTION - PAGE 1 OF 4

<u>Unit No.</u>	<u>Floor Plan</u>	<u>Description</u>	<u>Ltd. Common Elements</u>	<u>Square Footage</u>	<u>Basic Value</u>	<u>% Own.</u>	<u>Votes</u>
1	C	2 Bdrms, 2 Baths, Fire-Place-1 level	(Ea. Unit = Patio, Deck & Garage Dr.)	1,339	\$43,950	2.62%	262
2	B	3 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,468	\$39,750	2.37%	237
3	A-1	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,279	\$35,950	2.14%	214
4	A	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,168	\$34,950	2.08%	208
5	A	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,168	\$34,950	2.08%	208
6	A-1	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,279	\$35,950	2.14%	214
7	B	3 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,468	\$39,750	2.37%	237
8	A-1	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,279	\$35,950	2.14%	214
9	A	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,168	\$34,950	2.08%	208
10	A-1	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,279	\$35,950	2.14%	214
11	B	3 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,468	\$39,750	2.37%	237
12	C	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,339	\$43,950	2.62%	262

CASH _____ BK _____ R _____ FB _____
 TYPE _____ PG _____ C/O _____ COMP _____ SCAN _____
 FEE _____ OF _____ LEGL PG _____ MC _____ FV _____

EXHIBIT "3" - UNIT DESCRIPTION

<u>Unit No.</u>	<u>Floor Plan</u>	<u>Description</u>	<u>Ltd. Common Elements</u>	<u>Square Footage</u>	<u>Basic Value</u>	<u>% Own.</u>	<u>Votes</u>
13	A-1	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,279	\$35,950	2.14%	214
14	B	3 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,468	\$39,750	2.37%	237
15	A-1	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,279	\$35,950	2.14%	214
16	A	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,168	\$34,950	2.08%	208
17	A	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,168	\$34,950	2.08%	208
18	A-1	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,279	\$35,950	2.14%	214
19	B	3 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,468	\$39,750	2.37%	237
20	A-1	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,279	\$35,950	2.14%	214
21	B	3 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,468	\$39,750	2.37%	237
22	A-1	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,279	\$35,950	2.14%	214
23	D	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,168	\$35,250	2.10%	210
24	D	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,168	\$35,250	2.10%	210

EXHIBIT "3" - UNIT DESCRIPTION

<u>Unit No.</u>	<u>Floor Plan</u>	<u>Description</u>	<u>Ltd. Common Elements</u>	<u>Square Footage</u>	<u>Basic Value</u>	<u>% Own.</u>	<u>Votes</u>
25	D	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,168	\$35,250	2.10%	210
26	D	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,168	\$35,250	2.10%	210
27	D	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,168	\$35,250	2.10%	210
28	D	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,168	\$35,250	2.10%	210
29		THIS UNIT ELIMINATED					
30	D-1	3 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,344	\$56,950	3.39%	339
31	D-1	3 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,344	\$56,950	3.39%	339
32	D-1	3 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,310	\$56,950	3.39%	339
33	E	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,187	\$34,950	2.12%	212
34	E	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,187	\$34,950	2.12%	212
35	E	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,187	\$34,950	2.12%	212
36	E	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,187	\$34,950	2.12%	212

EXHIBIT "3" - UNIT DESCRIPTION

<u>Unit No.</u>	<u>Floor Plan</u>	<u>Description</u>	<u>Ltd. Common Elements</u>	<u>Square Footage</u>	<u>Basic Value</u>	<u>% Own.</u>	<u>Votes</u>
37	E	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,187	\$34,950	2.12%	212
38	E	2 Bdrms, 2-1/2 Baths, Fire-Place-2 levels	"	1,187	\$34,950	2.12%	212
39	C	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,339	\$43,950	2.62%	262
40	C	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,339	\$43,950	2.62%	262
41	C	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,339	\$43,950	2.62%	262
42	C	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,339	\$43,950	2.62%	262
43	C	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,339	\$43,950	2.62%	262
44	C	2 Bdrms, 2 Baths, Fire-Place-1 level	"	1,339	\$43,950	2.62%	262