

**FIRST AMENDMENT TO THE BYLAWS
OF
MILLARD PARK TOWNHOMES II, INC.**

The Bylaws of Millard Park Townhomes II, Inc. are hereby amended as follows:

1. Article III, Section 1 ("Annual Meetings") is deleted in its entirety and replaced by the following:

Section 1. Annual Meetings. The annual meeting of the members shall be held within at least twelve (12) months of the prior annual meeting and with thirty (30) days' prior notice to members setting forth the date and time of such meeting.

2. Article IV, Section 1 ("Number") is amended by adding the following new sentence to the end:

Only one (1) director may reside per household.

3. Article V, Section 2 ("Election") is amended by striking the first sentence and replacing it with the following:

Election of the Board of Directors shall be in accordance with the laws of the State of Nebraska.

4. Article VI, Section 1 ("Regular Meetings") is amended by striking the first sentence and replacing it with the following:

Regular meetings of the Board of Directors shall be held without notice at the Board's discretion, not less than annually, at such place and hour as may be fixed from time to time by resolution of the Board.

5. Article VII, Section 2, ("Duties") Subsection (a) is deleted in its entirety and replaced with the following:

a. Cause to be kept a complete record of all of the Board of Director's acts and corporate affairs, which shall be maintained for a period of three (3) years following the date of action at such location as determined by the President or Secretary, in their discretion. The Board of Directors shall present a statement of such records to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by of one-fourth (1/4) of the members;

6. Article IX ("Committees") is amended by deleting the words "Architectural Control Committee" and replacing them with "Architectural Committee or other committee."

7. Article XII ("Corporate Seal") is deleted in its entirety.

8. Article XVI ("Amendments"), Section 1 is deleted in its entirety and replaced with the following:

Section 1. These Bylaws may be amended, at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

The foregoing Amendments to the Bylaws of Millard Park Townhomes II, Inc. were adopted at a regular or special meeting of the members on April 7, 2015 by a vote of a majority of a quorum of members present in person or by proxy.

MILLARD PARK TOWNHOMES II, INC., a
Nebraska nonprofit corporation

By: Michelle Steinbeck

Name: Michelle Steinbeck
President, MPTHA II, Inc.

Acknowledged:

By: James Haney

Name: JAMES HANEY
Secretary