This Instrument Was Prepared By:
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Butler Snow LLP
150 3rd Avenue South, Suite 1600
Nashville, TN 37201

Karen Johnson Davidson County
Batch# 319903 DEEDWARRSP
11/26/2019 07:51:30 AM 7 pgs
Fees: $38.00 Taxes: $24,758.55
20191126-0121857

Address New Owner(s):	**Send Tax Bills to:**	**Map and Parcel No.:**
900 Church Street, LLC 424 Church Street, Suite 2900 Nashville, Tennessee 37219	New Owner	093-05-0-161.00

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, **Young Men's Christian Association of Middle Tennessee**, a Tennessee non-profit corporation (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey to **900 Church, LLC**, a Tennessee limited liability company, (the "Grantee"), its successors, heirs and assigns, all of its right, title and interest in certain land in Davidson County, Tennessee described on Exhibit A attached hereto (the "Property:").

This is improved property known as 900 Church Street, Nashville, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee and its successors and assigns, forever. Grantor covenants with said Grantee that Grantor is lawfully seized and possessed of said land in fee simple subject to those matters set forth on Exhibit B attached hereto and has a good right to convey it. Except for those matters set forth on Exhibit B, Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming by, through or under it but no further or otherwise.

This conveyance is subject to the following Covenants, Conditions and Restrictions:

(a) The initial development of the Property will be for a primarily residential use with limited commercial use supportive of such residential use and that no portion of the Property will contain or be used at any time as a commercial fitness or commercial physical training business ("Property Restrictions").

(b) The Property shall not be used for or in support of the following: (i) adult book store, adult video store (an adult video store is a video store that sells or rents videos that are rated NC-17, I, II, III, or of a rating assigned to works containing material more sexually explicit than III, by the file rating board of the Classification and Rating Administration), "adult" business activities, including without limitation, any massage parlor, escort service, facility with nude (or partially nude, bathing suit-clad or lingerie-clad models or dancers or any

establishment selling or exhibiting sexually explicit material; (ii) bar or night club (such restriction shall not restrict the use and operation of a restaurant at the Property which sells alcohol and/or has a bar as an ancillary use thereof); (iii) liquor store; (iv) stores selling e-cigarettes and vaping cigarettes or products; or (v) tattoo parlors (the "Noxious Use Restrictions").

(c) The Property Restrictions and the Noxious Use Restrictions in Section (b)(ii), (iii), (iv) and (v) shall remain in effect for so long as Grantor operates a family wellness center at the location currently identified as 1000 Church Street, Nashville, Tennessee 37203. The Noxious Use Restriction in Section (b)(i) shall be perpetual unless applicable law prohibits a perpetual restriction, in which case the Noxious Use Restriction in Section (b)(i) shall remain in effect for the maximum amount of time allowed by law but in no event fewer than one hundred (100) years. The aforesaid covenants, conditions, and restrictions shall run with and bind the Property, and shall bind Grantee or an affiliated entity, or its successors or assigns, and shall inure to the benefit of and be enforceable by Grantor, or an affiliated entity, or its successors and assigns, by any appropriate proceedings at law or in equity to prevent violations of such covenants, conditions, and restrictions and/or to recover damages for such violations, including without limitation, damages incurred by Grantor, or an affiliated entity, concerning the business conducted at 1000 Church Street, Nashville, Tennessee 37203.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

[signatures on following pages]

IN WITNESS WHEREOF, Grantor has executed this instrument on this 25th day of November, 2019.

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE, a Tennessee non-profit corporation

By: _____
Name: PETER OLDHAM
Title: Chief Administrative Officer & Secretary
Executive Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me Robert M. Holland, Jr., a Notary Public in and for said County and State, duly commissioned and qualified, personally appeared Peter Oldham, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be the Chief Administrative Officer Secretary & Executive Vice President of YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE, a non-profit corporation, the within named bargainor, and that he as such Chief Administrative Officer Secretary & Executive Vice President being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such officer.

WITNESS my hand and seal at office this 25th day of November, 2019.

_____
Notary Public
My Commission Expires: May 9 2023

ROBERT M. HOLLAND, JR. NOTARY PUBLIC STATE OF TENNESSEE COUNTY OF DAVIDSON MY COMM. EXP. MAY 9, 2023

4845-1655-0573.2

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $6,691,500.00.

Affiant

Subscribed and sworn to before me this 21st day of November, 2019.

Notary Public
My Commission Expires: 5-8-2022

LINDA J. BOGGESS
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires MAY 8, 2022

EXHIBIT A

PROPERTY DESCRIPTION

Land in Davidson County, Tennessee, being Lot No. 1, the westerly part of Lot No. 2, the lot marked "Dibrell Lot", that part of the abandoned alley north of same, the westerly part of Lot No. 4, and the southerly 10 feet of the westerly part of Lot No. 5 on the plan of the division of the property of C.D. Elliott as of record in Plat Book No. 1, page 72, Chancery Court at Nashville, described together according to a survey made by Barge, Waggoner and Sumner, Inc., January 8, 1963, as follows:

BEGINNING at the northeast comer of Church Street, as widened, and McLemore Street; thence with the easterly margin of McLemore Street North 27 deg. 15 min. 51 sec. West 209.28 feet to the southwest comer of the property conveyed to General Outdoor Advertising Company by deed from Commerce Union Bank, Executor of record in Book 1196, page 414, Register's Office for said County, thence with said Company's southerly line North 62 deg. 44 min. 09 sec. east 52.97 feet to the westerly margin of 9th Avenue North, as widened; thence southwardly with said Avenue on a curve to the right having a radius of 213 feet and a central angle of 21 deg. 15 min. 44 sec. east 1.25 feet to an offset in said street; thence with said offset North 62 deg. 52 min. 40 sec. East 3.71 feet; thence South 27 deg. 23 min. 21 sec. East 110.28 feet, continuing with said westerly margin of 9th Avenue North to the beginning of curve; thence with a curve to the right having a radius of 20.90 feet and a central angle of 89 deg. 37 min. 23 sec. southwestwardly 32.69 feet to a point on the northerly margin of Church Street; thence with said Street South 62 deg. 14 min. 02 sec. West 50.35 feet to the beginning, containing 0.3 acres, more or less.

Included in the above description but excluded from this conveyance is all that property conveyed to Metropolitan Government of Nashville of Davidson County, Tennessee, of record in Book 8042, page 401, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Young Men's Christian Association of Middle Tennessee by deed from H. G. Hill Realty Company of record in Instrument No. 20011228014372 8, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes and assessments for the year 2020 and subsequent years, not yet due and payable.

True Copy Certification

I, Jay H. Smith, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Signature

State of Tennessee

County of Davidson

Personally appeared before me, Jodean M. King, a notary public for this county and state, Jay H. Smith, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Notary's Signature

My Commission Expires: 6/21/2021

Notary Seal

