Karen Johnson Davidson County
Batch# 1058261 DEEDWARRSP
10/05/2023 12:04:30 PM 10 pgs
Fees: $53.00 Taxes: $4,255.00
20231005-0078485

FROM: **THE SHOPS AT SOUTHCREST, LLC**, a Tennessee limited liability company

TO: **JOHN 14, LLC**, a Tennessee limited liability company

Address New Owner as follows:	Send Tax Bills to:	Map-Parcel Number:
John 14, LLC 119 Sanders Ferry Rd Hendersonville, TN 37075	John 14, LLC , 119 Sanders Ferry Rd Hendersonville, TN 37075	Map/Parcel 186 00 0 046.00

THIS INSTRUMENT PREPARED BY: GBT Realty Corporation, 9010 Overlook Boulevard, Brentwood, TN 37027, Attn: Legal Department

STATE OF Tennessee)
COUNTY OF Williamson)

The actual consideration or value, whichever is greater, for this transfer is ONE MILLION ONE HUNDRED FIFTY THOUSAND and 00/100 Dollars ($1,150,000.00).

Teresa A Beardsley
Affiant

Subscribed and sworn to before me, this the 5th day of October, 2023.

Notary Public

My Comm. Expires: 7/19/25

MEAH THOMSON
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY
COMMISSION EXPIRES 7-19-2025

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged **THE SHOPS AT SOUTHCREST, LLC**, a Tennessee limited liability company, formally known as Shoppes at Old Burkitt, LLC, a Tennessee limited liability company, more specifically shown as Exhibit "D" attached hereto and made a part hereof for all purposes, hereinafter called

"GRANTOR", has bargained and sold, and by these presents does transfer and convey unto **JOHN 14, LLC**, a Tennessee limited liability company, hereinafter called "GRANTEE", a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit "A", attached hereto and made a part hereof for all purposes, together all Grantor's improvements and fixtures situated thereon, located herein in its 'AS-IS' condition, (collectively, the "Property"); subject, however to the (i) restrictions imposed on the Property as of the date of this deed, including without limitation, those matters described on Exhibit "B," attached hereto and made a part hereof for all purposes, and (ii) prohibited uses described on Exhibit "C" attached hereto and made a part hereof for all purposes.

This is improved property known as 1005 Gant Hill Drive, Brentwood, Davidson County, Tennessee 37027.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR further covenants and binds itself, its successors and assigns to warrant specially and forever defend the title to said real estate to GRANTEE, its successors and assigns, against the lawful claims of all persons claiming through and under GRANTOR, but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed this 26th day of September, 2023.

GRANTOR:

THE SHOPS AT SOUTHCREST, LLC,
a Tennessee limited liability company

By: _____
Geren Moor, Authorized Agent

STATE OF TENNESSEE)

COUNTY OF WILLIAMSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Geren Moor, 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 Authorized Agent of The Shops at Southcrest, LLC, a Tennessee limited liability company, the within named grantor, and being authorized so to do, executed the foregoing instrument for the purposes therein contained on behalf of the foregoing entity.

Witness my hand and seal, this the 26th day of September, 2023.

_____
NOTARY PUBLIC

My Commission Expires: 1-28-2026

KIM HURST
STATE OF TENNESSEE NOTARY PUBLIC
WILSON COUNTY
My Commission Expires 01-28-2026

EXHIBIT "A"

The Property

Being Lot 3, Final Plat "The Shoppes and Residences at Old Burkitt", as shown on Plat of record in Instrument Number 20210713-0094202, in the Register's Office, Davidson County, Tennessee, to which Plat reference is hereby made for a more particular description of said Property.

Included in the above but expressly excluded is the following:

A portion of Lot 3, Final Plat The Shoppes and Residences at Old Burkitt, as recorded in Instrument No. 20210713-0094202, in the Register's Office for Davidson County, Tennessee, and may be more particularly described as follows:

Beginning at a ½" iron pin set in the Northeast right of way line of Nolensville Pike, said iron pin being the Southwest corner of said Lot 3; thence leaving said right of way line with the common lot lines of Lots 3 and 4 N 53 deg. 33'39" E a distance of 52.69 feet; thence across said Lot 3 S 35 deg. 22'21" E a distance of 69.80 feet to a point in the Northwest right of way line of Gant Hill Drive; thence with said Northwest right of way line of Gant Hill Drive S 53 deg. 36'20" W a distance of 31.57 feet to a ½" iron pin set; thence with the right of way line intersection of said Gant Hill Drive and Nolensville Pike with a curve turning to the right with an arc length of 31.47 feet with a radius of 20.00 feet with a chord bearing of N 81 deg. 19'12" W, with a chord length of 28.32 feet to a ½" iron pin set; thence with the Northeast right of way line of said Nolensville Pike N 36 deg. 14'43" W a distance of 49.70 feet to the Point of Beginning, having an area of 3,552 square feet, 0.082 acres, more or less.

Being a portion of the same property conveyed to The Shops at Southcrest, LLC, a Tennessee limited liability company f/k/a Shoppes at Old Burkitt, LLC, a Tennessee limited liability company, by deed from Ralph Jenkins, a married person, as to an undivided ninety percent interest, and Edward D. Johnson, a married person, as to an undivided ten percent interest, of record as Instrument No. 20210329-0040618, dated March 19, 2021, in the Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

Permitted Exceptions

1. General or special taxes and assessments required to be paid in the year 2023 and subsequent years for Map-Par. 186 00 0 046.00, are not yet due and payable.

2. Subject to all matters shown on the Plan of record as Instrument Number 20210713-0094202, in the Register's Office for Davidson County, Tennessee.

3. Terms, provisions, covenants, conditions, restrictions, easements, and liens provided in the Declaration of Restrictive Covenants of record as Instrument Nu7mber 20210722-0098327, in the Register's Office for Davidson County, Tennessee, but omitting any restriction, if any, based on race, color, religion, sex, handicap, familial status, or national origin unless and only to the extent that the restriction (a) is exempt under Title 42 of the United States Code, or (b) relates to handicap but does not discriminate against handicapped persons.

4. Deed of Public Right of Way of record in Instrument Number 20200722-0080367, in the Register's Office for Davidson County, Tennessee.

5. Declaration of Restrictions and Covenants for Stormwater Facilities and Systems of record in Instrument Number 20210428-0056600, in the Register's Office for Davidson County, Tennessee.

6. Terms and provisions of Lease Agreement dated January 19, 2021, by and between The Shops at Southcrest, LLC, Tennessee limited liability company, and Music City Specialty Coffee-Old Burkitt, LLC, an individual protected series of Music City Specialty Coffee, LLC, a series, LLC, a Tennessee limited liability company, as evidenced by the Memorandum of Lease of record in Instrument Number 20230412-0026753, in the Register's Office for Davidson County, Tennessee.

7. Terms and provisions of unrecorded Ground Lease Agreement dated February 26, 2021, by and between The Shops at Southcrest, LLC, a Tennessee limited liability company, and Wendy's of Bowling Green, Inc., a Kentucky corporation, as evidenced by the Subordination, Non-Disturbance and Attornment Agreement of record in Instrument Number 20210908-0120044, in the Register's Office for Davidson County, Tennessee.

8. Terms and provisions of unrecorded Ground Lease Agreement dated January 13, 2021, by and between The Shops at Southcrest, LLC, a Tennessee limited liability company, and Valvoline, LLC, a Delaware limited liability company, as evidenced by the Subordination, Non-Disturbance and Attornment Agreement of record in Instrument Number 20210908-0120046, in the Register's office for Davidson County, Tennessee.

9. Declaration of Restrictions and Covenants for Stormwater Facilities and Systems of record in Instrument Number 20211015-013888, in the Register's Office for Davidson County, Tennessee.

EXHIBIT "C"

Prohibited Uses

The Property shall not be used for any of the use restrictions listed below; and in addition to the use restrictions listed below, the Property shall not be used for any of the prohibited uses or other restrictions as set forth in any of the Permitted Exceptions including, without limitation, that certain Declaration of Restrictive Covenants, dated July 19, 2021, filed July 22, 2021, and recorded as Instrument No.: 20210722-0098327 with the Register's Office for Davidson County, Tennessee, and any and all tenant recorded memoranda of leases that are Permitted Exceptions. The capitalized terms below shall have the meaning ascribed thereto in the applicable lease and may not match the definitions of this Special Warranty Deed. The terms 'Shopping Center' and/or 'Outparcel' as used herein this Exhibit B includes the Property as defined in this Special Warranty Deed.

TENANT EXCLUSIVE USES:

ORANGE THEORY FITNESS while this lease remains in full force and effect:

No portion of the Strip Center shall be leased or sold, to another tenant or occupant, for the primary operation of a membership-based fitness facility of any type, indoor/outdoor boot camp style fitness facilities, instructional personal or group fitness studios, or a fitness facility that offers heart rate monitored training.

MCALISTER'S DELI while this lease remains in full force and effect:

No portion of the Strip Center shall be leased or sold to any of the specifically following named retailers: Jason's Deli, Panera Bread, Corner Bakery, Baker's Brothers, Newk's Express Café or any fast-casual or quick service restaurant or catering business with more than thirty percent (30%) of its gross sales coming from the sale of sandwiches, provided, however, the foregoing shall not prohibit The Shops at Southcrest, LLC from leasing or selling space within the Strip Center to a restaurant serving the following items: hamburgers, hot dogs and/or quesadillas, or to a restaurant specializing in the sale of Mexican or TexMex cuisine including, without limitation, Qdoba, Chipotle or Moe's.

HEARTLAND DENTAL while this lease remains in full force and effect:
The Shops at Southcrest, LLC hereby agrees not to directly lease or sell any portion of the Strip Center or any of the Outparcels shown on the Site Plan then still owned by The Shops at Southcrest, LLC or any affiliate of The Shops at Southcrest, LLC for the operation of a typical dental practice.

Continued on the next page

Development Site Plan:

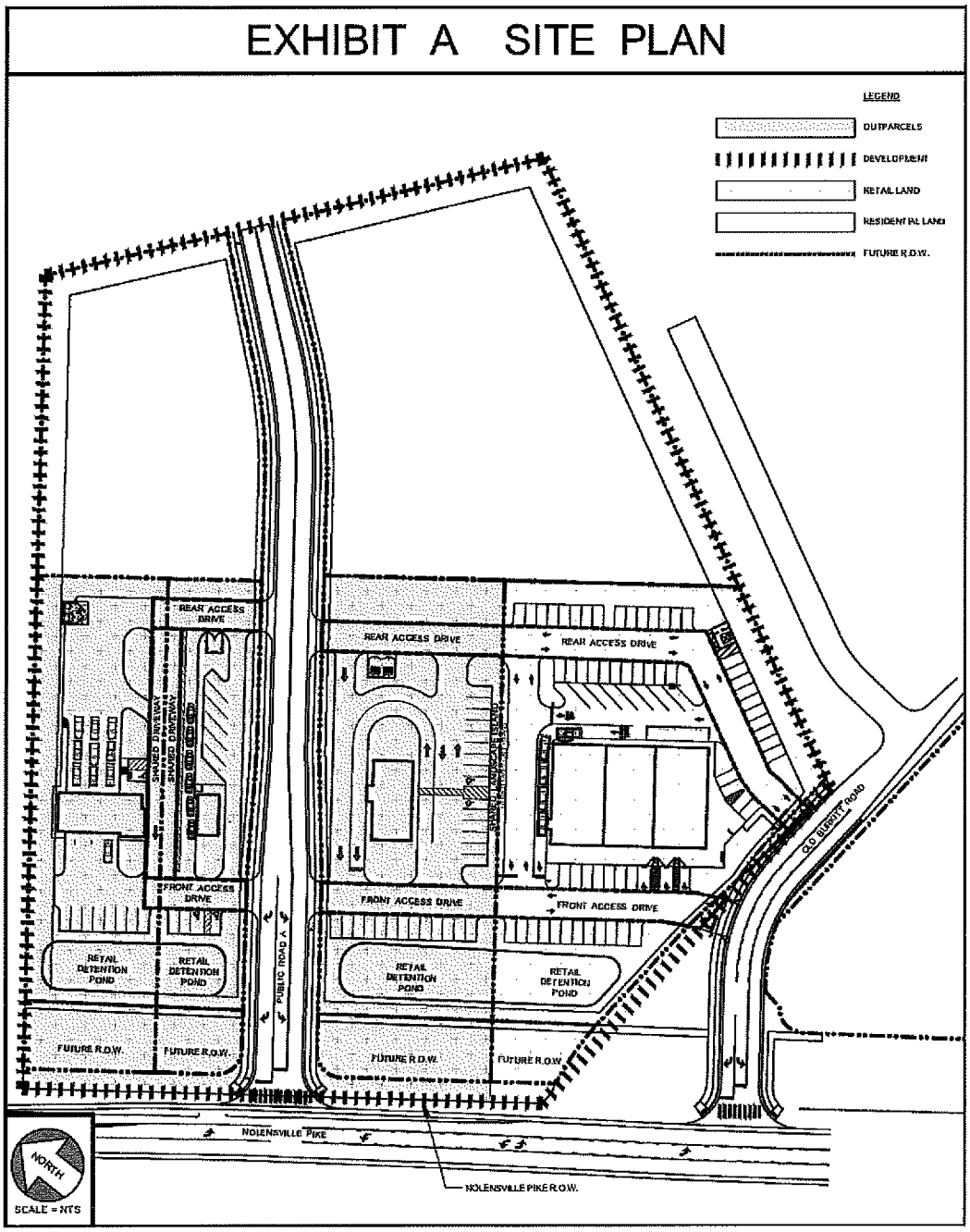


EXHIBIT "D"

Name Change

Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

The Shops at Southcrest, LLC
J. EVAN GOWER
9010 OVERLOOK BLVD
BRENTWOOD, TN 37027-5242

July 19, 2021

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # : 1167208 Status: Active
Filing Type: Limited Liability Company - Domestic

Document Receipt

Receipt # : 006514678	Filing Fee:	$20.00
Payment-Check/MO - GBT INVESTMENTS INC, BRENTWOOD, TN		$20.00

Amendment Type: Articles of Amendment Image # : B1054-9001
Filed Date: 07/15/2021 1:56 PM

This will acknowledge the filing of the attached articles of amendment with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett
Secretary of State

Processed By: Tammy Morris

Field Name	Changed From	Changed To
Filing Name	Shoppes at Old Burkitt, LLC	The Shops at Southcrest, LLC

State of Tennessee

Department of State
Corporate Filings
312 Rosa L. Parks Ave.
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION (LLC)

For Office Use Only

FILED

LIMITED LIABILITY COMPANY CONTROL NUMBER (IF KNOWN) 1167208

PURSUANT TO THE PROVISIONS OF §48-209-104 OF THE TENNESSEE LIMITED LIABILITY COMPANY ACT OR §48-249-204 OF THE TENNESSEE REVISED LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF ORGANIZATION:

PLEASE MARK THE BLOCK THAT APPLIES:

☒ AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE.

☐ AMENDMENT IS TO BE EFFECTIVE _____, _____(DATE) _____(TIME).

(NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF FILING.

1. PLEASE INSERT THE NAME OF THE LIMITED LIABILITY COMPANY AS IT APPEARS ON RECORD: Shoppes at Old Burkitt, LLC

IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:

The Shops at Southcrest, LLC

2. PLEASE INSERT ANY CHANGES THAT APPLY:

A. PRINCIPAL ADDRESS: _____
STREET ADDRESS

CITY STATE/COUNTY ZIP CODE

B. REGISTERED AGENT: _____

C. REGISTERED ADDRESS: _____
STREET

TN
CITY STATE ZIP CODE COUNTY

D. OTHER CHANGES:

3. THE AMENDMENT WAS DULY ADOPTED ON June (MONTH) 29 (DAY) 2021 (YEAR)

(If the amendment is filed pursuant to the provision of §48-209-104 of the TN LLC Act, please also complete the following by checking one of the two boxes:) AND THE AMENDMENT WAS DULY ADOPTED BY THE

☐BOARD OF GOVERNORS WITHOUT MEMBER APPROVAL AS SUCH WAS NOT REQUIRED

☒MEMBERS

Registered Agent
SIGNER'S CAPACITY

_____
SIGNATURE

J. Evan Gower
NAME OF SIGNER (TYPED OR PRINTED)

SS-4247 (REV. 01/06) Filing Fee: $20.00 RDA 2458

Tennessee Certification of Electronic Document

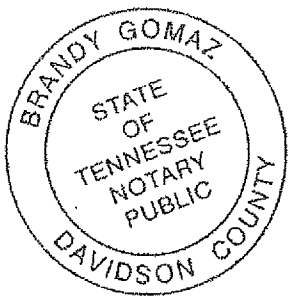
I, Teresa A. Beardsley, do hereby make oath that I am a licensed attorney and/or the custodian of the original version of the electronic document tendered for registration herewith and that this electronic document is a true and exact copy of the original document executed and authenticated according to law on 09/26/2023 (date of document).

Teresa A Beardsley
Affiant Signature

10/05/2023
Date

State of Tennessee
County of Williamson

Sworn to and subscribed before me this 5th day of October, 2023.



Brandy Gomaz
Notary's Signature

My Commission Expires: 5/5/25