Karen Johnson Davidson County
Batch# 1088227 DEEDWARRSP
01/03/2024 03:31:30 PM 12 pgs
Fees: $63.00 Taxes: $7,270.50
20240103-0000740

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

TO: **FRIED-WOLONTIS TRUST DATE 10-23-1995**

| Address New Owner as follows: | Send Tax Bills to: | Map-Parcel Number: |
|---|---|---|
| Fried-Wolontis<br>Trust 10-23-1995<br>c/o Nikki Wolontis<br>5490 E. Cansano Street<br>Pahrump, Nevada 89061 | Fried-Wolontis<br>Trust 10-23-1995<br>c/o Nikki Wolontis<br>5490 E. Cansano Street<br>Pahrump, Nevada 89061 | Map/Parcel 186 00 0 045.00 |

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 NINE HUNDRED SIXTY-FIVE THOUSAND and 00/100 Dollars ($1,965,000.00).

Affiant

Subscribed and sworn to before me, this the 18th day of December, 2023.

Notary Public

My Comm. Expires: 1/28/26

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

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 **FRIED-WOLONTIS TRUST DATE 10-23-1995**, 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 1006 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 3rd day of January, 20 24.

GRANTOR:

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

By: _____
Robert A. "Trey" Culpepper, III, 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 Robert A. "Trey" Culpepper, III, 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 18th day of December, 2023.

_____
NOTARY PUBLIC

My Commission Expires: 11/28/2027

JENNIFER FULLER
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY
MY COMMISSION EXPIRES 11-28-2027

**EXHIBIT "A"**

**The Property**

BEING LOT 2, 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.

Being a portion of the same property conveyed to the Shoppes at Old Burkitt, LLC, a Tennessee limited liability company by Warranty Deeds of record in Instrument No. 20210329-0040618 and Instrument No.: 20210406-0044928; also by Quit Claim Deeds of record in Instrument No. 20210329-0040619 and Instrument No. 20210406-0044929, Register's Office for Davidson County, Tennessee. The Shoppes at Old Burkitt, LLC, a Tennessee limited liability company is now known as The Shops at Southcrest, LLC, a Tennessee limited liability company.

## EXHIBIT "B"

## Permitted Exceptions

1. General or special taxes and assessments required to be paid in the year 2024 and subsequent years for Map-Par. 186 00 0 045.00, are not yet due and payable.

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

3. Metropolitan Health Department sewage soil absorption system agreement of record in Book 5061, Page 405, in the Register's Office for Davidson County, Tennessee.

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

5. Sign Easement Agreement of record in Instrument Number 20210406-0044930 as corrected in Instrument Number 20220309-0027147, in the Register's Office for Davidson County, Tennessee.

6. 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.

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

8. Declaration of Restrictions and Covenants for Stormwater Facilities and Systems of record in Instrument Number 20211015-0138888, 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 20211022-142078, in the Register's Office for Davidson County, Tennessee.

10. Declaration of Restrictions and Covenants for Stormwater Facilities and Systems of record in Instrument Number 20211210-0163946, in the Register's Office for Davidson County, Tennessee.

11. Declaration of Restrictions and Covenants for Stormwater Facilities and Systems of record in Instrument Number 20220601-0063093, in the Register's Office for Davidson County, Tennessee.

12. Terms and provisions of a 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.

13. Terms and provisions of Ground Lease Agreement dated January 19, 2021, by and between The Shoppes at Old Burkitt, LLC, a 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, as affected by Subordination, Non-Disturbance and Attornment Agreement of record in Instrument Number 20210908-0120045, in the Register's Office for Davidson County, Tennessee.

14. 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.

## 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:**

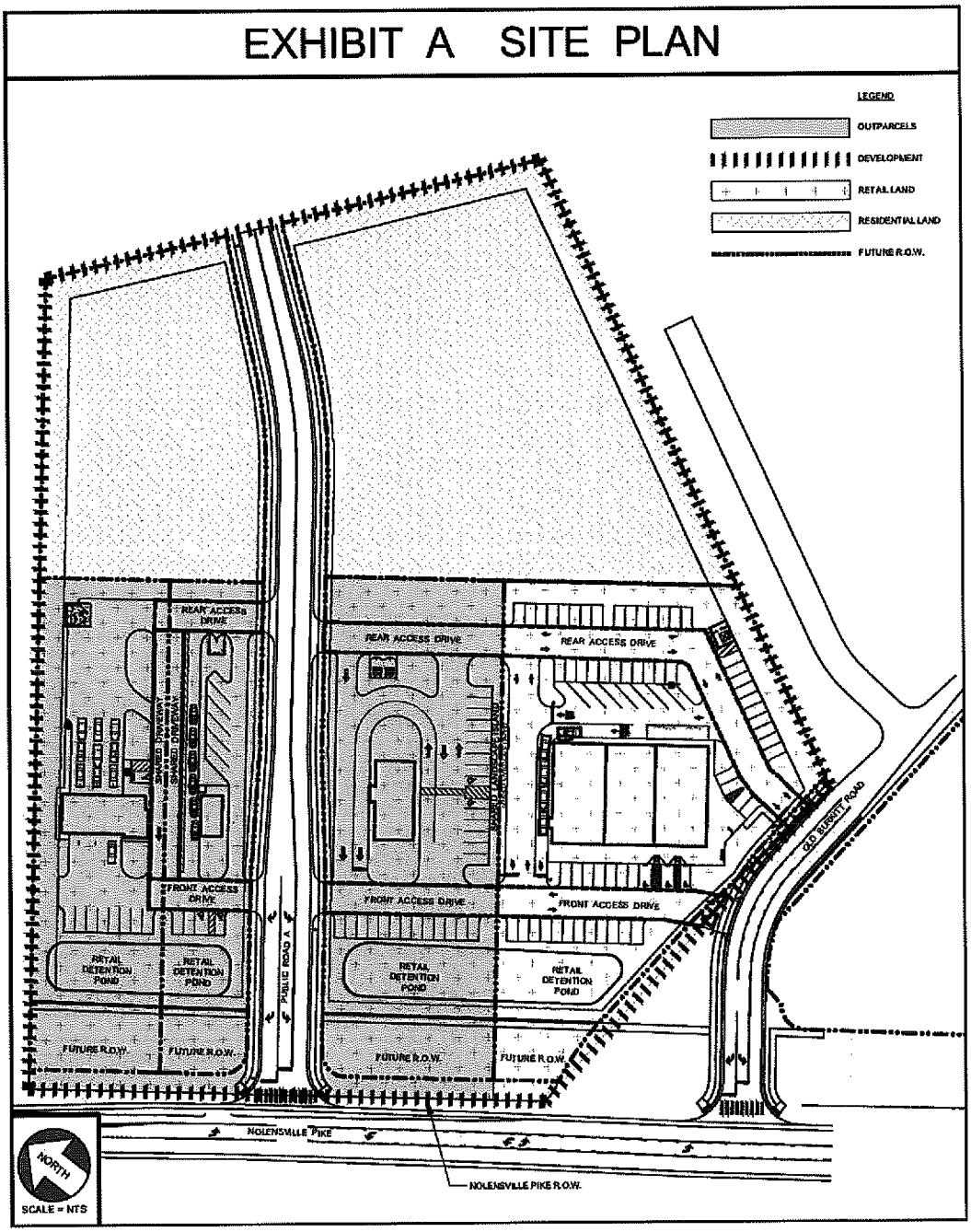


**EXHIBIT "D"**

**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
Filed Date: 07/15/2021 1:56 PM
Image # : B1054-9001

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)

_____ (CITY) TN (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

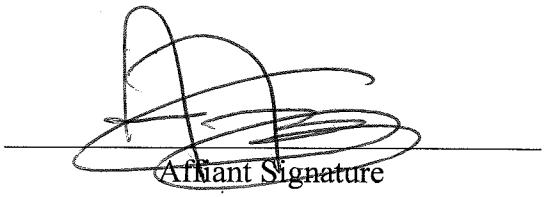
J. Evan Gower
NAME OF SIGNER (TYPED OR PRINTED)

SS-4247 (REV. 01/06) Filing Fee: $20.00 RDA 2468

B1554-1991 6/29/2021 8:27:00 AM 1 Receipt # 1167208 Credit Card Transaction Amount: $20.00

# Tennessee Certification of Electronic Document

I, Al Frazier, do hereby make oath that I am a licensed attorney and/or 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 January 3, 2024 (date of document).



Affiant Signature

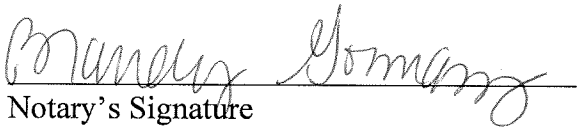
January 3, 2024

Date

State of Tennessee

County of Williamson

Sworn to and subscribed before me this 3rd day of January, 2023.



Notary's Signature

My Commission Expires: 5-5-25

