

**APPLICATION FOR A MODIFICATION OF
DECLARATION OF RESTRICTIONS CONTAINED IN THE
LAND USE ELEMENT OF THE MIAMI-DADE COUNTY
COMPREHENSIVE DEVELOPMENT MASTER PLAN**

1. APPLICANT

CJUF III Flagler, LLC
12000 Biscayne Boulevard, Suite 508
North Miami, Florida 33181

2. APPLICANT'S REPRESENTATIVES

Juan J. Mayol, Jr., Esq.
Hugo P. Arza, Esq.
Holland & Knight LLP
701 Brickell Avenue, Suite 3000
Miami, Florida 33131
(305) 374-8500
(305) 789-7799 (fax)

PLANNING & ZONING
METROPOLITAN PLANNING SECT

2013 NOV -8 P 12:46

By: 

Hugo P. Arza, Esq.

November 8, 2013
Date

3. DESCRIPTION OF REQUESTED CHANGE

A. The following change to the Land Use Element is being requested:

1. Modification of Declaration of Restrictions contained in the Land Use Element table entitled "Restrictions Accepted by the Board of County Commissioners in Association with Land Use Plan Map Amendments". The Applicant requests a modification to that certain Declaration of Restrictions contained in the Land Use Element table entitled "Restrictions Accepted by the Board of County Commissioners in Association with Land Use Plan Map Amendments."
2. Modification of Declaration of Restrictions recorded in Official Records Book 26921 at Page 1562 of the Public Records of Miami-Dade County, Florida. The Applicant requests a modification to that certain Declaration of Restrictions recorded in Official Records Book 26921 at Page 1562 of the Public Records of Miami-Dade County, Florida.

B. Description of the Subject Area.

The subject property, which is legally described in Exhibit "A" (the "Property"), consists of approximately 39.51± gross acres (36.27± net acres) of land located in Section 4, Township 54, Range 40, in unincorporated Miami-Dade County. More specifically, the subject property is located on the northside of West Flagler Street at approximately 92nd Avenue, in unincorporated Miami-Dade County, Florida.

C. Acreage.

Subject Application Area: 39.51± gross acres (36.27± net acres)
Acreage Owned by Applicant: 35.14± gross acres (31.9± net acres)

D. Requested Change.

The Applicant seeks a modification to that certain Declaration of Restrictions contained in the Land Use Element table entitled "Restrictions Accepted by the Board of County Commissioners in Association with Land Use Plan Map Amendments" and as recorded in Official Records Book 26921 at Page 1562 of the Public Records of Miami-Dade County, Florida and, in turn, a modification to that certain Declaration of Restrictions contained in the Land Use Element table entitled "Restrictions Accepted by the Board of County Commissioners in Association with Land Use Plan Map Amendments."

4. REASONS FOR AMENDMENT

The intent of this application is to modify Section 8 of that certain Declaration of Restrictions, recorded in Official Records Book 26921 at Page 1562 of the Public Records of Miami-Dade County, Florida (the "Declaration") to amend the "Hours of Operation" on the Property to allow operations commencing at 5:00 a.m. daily. Section 8 of the Declaration currently allows operations to commence on the Property at 6:00 a.m. daily. A copy of the Declaration is attached hereto as Exhibit "C." The Applicant is seeking the approval of a modification of the Declaration in response to requests from tenants of the shopping center that is under construction who have requested the ability to open their stores at 5:00 a.m. on a daily basis to serve early-morning customers.

The Property is located on the northside of West Flagler Street at approximately 92nd Avenue, in unincorporated Miami-Dade County, Florida. The Property is under current site work and vertical development as an approximately 234,500 square foot shopping center. The Property abuts Medium Density and Parks and Recreation designated properties. Across West Flagler Street, an arterial corridor, are Office/Residential and Medium Density designated properties.

The Property was approved for a Land Use Plan amendment to "Business and Office" with the acceptance of the Declaration pursuant to Application No. 8 of the April 2008 Comprehensive Development Master Plan Amendment Cycle. Subsequently, the Property was rezoned to BU-1(A) and is currently under development in accordance with a site plan approved

and adopted by the Miami Dade County Board of County Commissioners in April 2012 pursuant to Resolution No. Z-11-12.

The proposed modification of the Declaration would allow for operations to commence daily at 5:00 a.m. as follows:

FROM:

"8. **Hours of Operation.** The hours of operation on the Property shall be restricted as follows:

Sunday thru Thursday: 6:00 am to 12:00 am
Friday and Saturday: 6:00 am to 2:00 am"

TO:

"8. **Hours of Operation.** The hours of operation on the Property shall be restricted as follows:

Sunday thru Thursday: 5:00 am to 12:00 am
Friday and Saturday: 5:00 am to 2:00 am"

Modifying the Declaration to provide an additional hour a day of operations will serve the community by providing greater services to the patrons of the proposed shopping center. The Property is located within Minor Statistical Area (MSA) 3.2. MSA 3.2 is generally bounded by U.S. 27 (Okeechobee Road) on the north, S.W. 8th Street on the south, and S.W. 177th Avenue (Krome Avenue) on the west. The population of MSA 3.2 is projected to increase 14% from 2010 to 2020, from 147,957 to 168,682 and an additional 16% to 196,142 by 2030. The Property is also in an area identified as "Fountainebleau" by the U.S. Census, which is generally the area between SW 8th Street and the SR 836 Extension and between SR 826 Extension and NW 117th Avenue. The 2010 Census estimated the total population of Fountainebleau as 59,764 residents. The area is historically under-retailed, particularly on West Flagler Street, and the development of the Property as a shopping center will help to serve the residents of the area who otherwise have to travel to Doral (across the SR 836 extension) for their shopping needs. The enhancement of the center by providing an extra hour each day of operations will only help to alleviate those needs of the local population.

Therefore, this application seeks the approval of the proposed modification language to permit an expanded residential use on the Property in furtherance of the implementation of the following CDMP policies:

OBJECTIVE LU-1: The location and configuration of Miami-Dade County's urban growth through the year 2025 shall emphasize concentration and intensification of development around centers of activity, development of well designed communities containing a variety of uses, housing types and public

services, renewal and rehabilitation of blighted areas, and contiguous urban expansion when warranted, rather than sprawl.

POLICY LU-1B: Major centers of activity, industrial complexes, regional shopping centers, large-scale office centers, and other concentrations of significant employment shall be the structuring elements of the metropolitan area and shall be sited on the basis of metropolitan-scale considerations at locations with good countywide, multi-modal accessibility.

POLICY LU-1C: Miami-Dade County shall give priority to infill development on vacant sites in currently urbanized areas, and redevelopment of substandard or underdeveloped environmentally suitable urban areas contiguous to existing urban development where all necessary urban services and facilities are projected to have capacity to accommodate additional demand.

POLICY LU-1D: In conducting its planning, regulatory, capital improvements and intergovernmental coordination activities, Miami-Dade County shall seek to facilitate the planning of residential areas as neighborhoods which include recreational, educational and other public facilities, houses of worship, and safe and convenient circulation of automotive, pedestrian and bicycle traffic.

OBJECTIVE LU-4: Miami-Dade County shall, by the year 2015, reduce the number of land uses, which are inconsistent with the uses designated on the LUP map and interpretative text, or with the character of the surrounding community.

POLICY LU-4A: When evaluating compatibility among proximate land uses, the County shall consider such factors as noise, lighting, shadows, glare, vibration, odor, runoff, access, traffic, parking, height, bulk, scale of architectural elements, landscaping, hours of operation, buffering, and safety, as applicable.

OBJECTIVE LU-7: Miami-Dade County shall require all new development and redevelopment in existing and planned transit corridors and urban centers to be planned and designed to promote transit-oriented development (TOD), and transit use, which mixes residential, retail, office, open space and public uses in a pedestrian-friendly environment that promotes the use of rapid transit services.

OBJECTIVE LU-8: Miami-Dade County shall maintain a process for periodic amendment to the Land Use Plan Map, consistent with the adopted Goals, Objectives and Policies of this Plan, which will provide that the Land Use Plan Map accommodates projected countywide growth.

OBJECTIVE LU-9: Miami-Dade County shall continue to maintain, update and enhance the Code of Miami-Dade County, administrative regulations and procedures, and special area planning program to ensure that future land use and development in Miami-Dade County is consistent with the CDMP, and to

promote better planned neighborhoods and communities and well designed buildings.

OBJECTIVE LU-10: Energy efficient development shall be accomplished through metropolitan land use patterns, site planning, landscaping, building design, and development of multi-modal transportation systems.

POLICY LU-10A: Miami-Dade County shall facilitate continuous urban development, infill, redevelopment of substandard or underdeveloped urban areas, high intensity activity centers, mass transit supportive development, and mixed use projects to support energy conservation.

Based on the foregoing, the Applicant believes that the approval of this application would be an appropriate amendment to the Land Use Element table entitled "Restrictions Accepted by the Board of County Commissioners in Association with Land Use Plan Map Amendments" and a benefit to the residents of the area.

5. ADDITIONAL MATERIAL SUBMITTED

Additional information will be supplied at a later date under separate cover as required.

Attachments: Legal Description of Subject Property – Exhibit "A"
Location Map for Application – Exhibit "B"
Draft Modification of Declaration of Restrictions instrument and Declaration of Restrictions recorded in ORB 26921, PG 1562 – Exhibit "C"
Disclosure of Interest Form – Exhibit "D"
Aerial Photograph – Exhibit "E"
Section Sheet – Exhibit "F"

EXHIBIT "A"

Legal Description of Subject Property:

EXHIBIT "A"

LEGAL DESCRIPTION: RETAIL TRACT

ALL OF LOTS 1, 2, 3, 4, 5, 6, 7 AND 8, BLOCK 1, ALL OF TRACT "F", A PORTION OF LOTS 1, 2, 3, 4, 5, 6, 7, 8 AND 9, BLOCK 2, AND A PORTION OF TRACTS "D", "E", "G", "H", "L" AND "P" OF FONTAINEBLEAU EAST, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 168, PAGE 26 OF THE PUBLIC RECORDS OF MIAMI-DADE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF SAID TRACT "D" ON THE NORTH RIGHT-OF-WAY LINE OF WEST FLAGLER STREET; THENCE SOUTH 89°42'20" WEST ON THE SOUTH LINE OF SAID TRACT "D" AND ON SAID NORTH RIGHT-OF-WAY LINE 48.04 FEET TO THE POINT OF BEGINNING; THENCE NORTH 00°13'59" EAST 526.51 FEET; THENCE NORTH 11°29'59" EAST 221.83 FEET; THENCE NORTH 78°30'01" WEST 587.00 FEET; THENCE SOUTH 35°04'02" WEST 387.01 FEET; THENCE SOUTH 71°58'56" WEST 611.63 FEET; THENCE NORTH 61°07'09" WEST 328.68 FEET; THENCE SOUTH 87°21'52" WEST 233.71 FEET; THENCE NORTH 68°17'16" WEST 45.37 FEET; THENCE SOUTH 84°40'50" WEST 46.95 FEET; THENCE SOUTH 79°59'58" WEST 66.95 FEET; THENCE NORTH 57°56'58" WEST 37.64 FEET; THENCE NORTH 32°20'42" EAST 17.47 FEET; THENCE NORTH 56°53'49" WEST 407.67 FEET; THENCE SOUTH 33°06'11" WEST 361.01 FEET; THENCE SOUTH 57°56'58" EAST 184.68 FEET; THENCE SOUTH 57°21'44" EAST 392.56 FEET TO A POINT OF CURVATURE OF A CIRCULAR CURVE, CONCAVE SOUTHWESTERLY; THENCE SOUTHEASTERLY ON THE ARC OF SAID CURVE, WITH A RADIUS OF 25.00 FEET, A CENTRAL ANGLE OF 77°17'28" AND AN ARC DISTANCE OF 33.72 FEET TO A POINT OF REVERSE CURVATURE OF A CIRCULAR CURVE, CONCAVE EASTERLY; THENCE SOUTHERLY ON THE ARC OF SAID CURVE, WITH A RADIUS OF 230.00 FEET, A CENTRAL ANGLE OF 20°13'25" AND AN ARC DISTANCE OF 81.18 FEET TO A POINT OF TANGENCY; THENCE SOUTH 00°17'41" EAST 27.03 FEET TO A POINT OF CURVATURE OF A CIRCULAR CURVE, CONCAVE NORTHWESTERLY; THENCE SOUTHWESTERLY ON THE ARC OF SAID CURVE, WITH A RADIUS OF 25.00 FEET, A CENTRAL ANGLE OF 70°25'31" AND AN ARC DISTANCE OF 30.73 FEET TO THE MOST SOUTHERLY SOUTHWEST CORNER OF SAID FONTAINEBLEAU EAST, SAID POINT BEING ON THE NORTH RIGHT-OF-WAY LINE OF WEST FLAGLER STREET; THENCE NORTH 89°42'20" EAST ON THE SOUTH LINE OF TRACTS "E" AND "D" AND ON SAID NORTH RIGHT-OF-WAY LINE 2,103.19 FEET TO THE POINT OF BEGINNING.

SAID LANDS SITUATE, LYING AND BEING IN MIAMI-DADE COUNTY, FLORIDA CONTAINING 1,389,937 SQUARE FEET (31.9086 ACRES).

EXHIBIT A



SKETCH AND LEGAL DESCRIPTION

BY

PULICE LAND SURVEYORS, INC.

5381 NOB HILL ROAD
SUNRISE, FLORIDA 33351

TELEPHONE: (954) 572-1777 • FAX: (954) 572-1778

E-MAIL: surveys@pulicelandsurveyors.com CERTIFICATE OF AUTHORIZATION LB#3870



LEGAL DESCRIPTION: ADDITIONAL PARK PARCEL TWO

A PORTION OF TRACT 2 OF FONTAINEBLEAU PARK SUBDIVISION SECTION ONE ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 90, PAGE 56 OF THE PUBLIC RECORDS OF MIAMI-DADE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF SAID TRACT 2 ON THE NORTH RIGHT-OF-WAY LINE OF WEST FLAGLER STREET; THENCE NORTH 89°42'20" EAST ON THE SOUTH LINE OF SAID TRACT 2 AND ON SAID NORTH RIGHT-OF-WAY LINE 712.25 FEET; THENCE NORTH 04°29'33" EAST, ON A LINE RADIAL TO THE NEXT DESCRIBED CURVE, 378.94 FEET TO THE POINT OF BEGINNING, A POINT ON THE ARC OF A CIRCULAR CURVE CONCAVE SOUTHERLY; THENCE EASTERLY ON THE ARC OF SAID CURVE, WITH A RADIUS OF 1,441.29 FEET AND A CENTRAL ANGLE OF 02°20'40" AN ARC DISTANCE OF 58.97 FEET; THENCE SOUTH 71°58'56" WEST 31.84 FEET; THENCE NORTH 61°07'09" WEST 32.44 FEET TO THE POINT OF BEGINNING.
389 SQUARE FEET, 0.0089 ACRES.

NOTES:

- 1) BEARINGS ARE BASED ON THE SOUTH LINE OF TRACT 2 BEING N89°42'20"E.
- 2) THIS IS NOT A SKETCH OF SURVEY AND DOES NOT REPRESENT A FIELD SURVEY.
- 3) THIS SKETCH IS NOT VALID WITHOUT THE SIGNATURE AND ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.
- 4) O.R.B. DENOTES: OFFICIAL RECORDS BOOK.

FILE: SHOMA DEVELOPMENT

SCALE: N/A

ORDER NO.: 52160-3

DATE: 01/26/09

ADDITIONAL PARK PARCEL TWO

MIAMI-DADE COUNTY, FLORIDA

FOR: FONTAINEBLEAU EAST

SHEET 3 OF 3

THIS DOCUMENT IS NEITHER FULL NOR COMPLETE WITHOUT SHEETS 1 THROUGH 3 INCLUSIVE

EXHIBIT A



SKETCH AND LEGAL DESCRIPTION
BY

PULICE LAND SURVEYORS, INC.

5381 NOB HILL ROAD
SUNRISE, FLORIDA 33351

TELEPHONE: (954) 572-1777 • FAX: (954) 572-1778

E-MAIL: surveys@pulicelandsurveyors.com CERTIFICATE OF AUTHORIZATION LB#3870



LEGAL DESCRIPTION: ADDITIONAL PARK PARCEL ONE

A PORTION OF TRACT 2 OF FONTAINEBLEAU PARK SUBDIVISION SECTION ONE ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 90, PAGE 56 OF THE PUBLIC RECORDS OF MIAMI-DADE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF SAID TRACT 2 ON THE NORTH RIGHT-OF-WAY LINE OF WEST FLAGLER STREET; THENCE ON THE SOUTHWESTERLY BOUNDARY OF SAID TRACT 2 THE FOLLOWING 3 COURSES AND DISTANCES: 1) NORTH 27°44'40" WEST 247.91 FEET; 2) SOUTH 89°42'20" WEST 50.00 FEET; 3) NORTH 60°02'14" WEST 389.97 FEET; THENCE NORTH 33°06'11" EAST 65.30 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE NORTH 33°06'11" EAST 362.12 FEET; THENCE SOUTH 56°53'49" EAST 234.97 FEET; THENCE NORTH 32°03'03" EAST 12.89 FEET; THENCE NORTH 57°56'57" WEST 734.30 FEET; THENCE SOUTH 69°39'18" WEST 201.95 FEET; THENCE SOUTH 20°18'03" EAST 213.87 FEET; THENCE SOUTH 57°56'57" EAST 96.97 FEET; THENCE SOUTH 32°03'03" WEST 80.00 FEET; THENCE SOUTH 57°56'57" EAST 349.64 FEET TO THE POINT OF BEGINNING.
CONTAINING 189,846 SQUARE FEET, 4.3583 ACRES.

NOTES:

- 1) BEARINGS ARE BASED ON THE SOUTH LINE OF TRACT 2 BEING N89°42'20"E.
- 2) THIS IS NOT A SKETCH OF SURVEY AND DOES NOT REPRESENT A FIELD SURVEY.
- 3) THIS SKETCH IS NOT VALID WITHOUT THE SIGNATURE AND ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.
- 4) Δ DENOTES: CENTRAL ANGLE.
- 5) O.R.B. DENOTES: OFFICIAL RECORDS BOOK.

FILE: SHOMA DEVELOPMENT

SCALE: N/A

ORDER NO.: 52015

DATE: 10/29/08; REV. 02/23/09

ADDITIONAL PARK PARCEL ONE

MIAMI-DADE COUNTY, FLORIDA

FOR: FONTAINEBLEAU EAST

SHEET 3 OF 3

THIS DOCUMENT IS NEITHER FULL NOR COMPLETE WITHOUT SHEETS 1 THROUGH 3 INCLUSIVE

EXHIBIT "B"

LOCATION MAP FOR APPLICATION TO AMEND THE COMPREHENSIVE DEVELOPMENT MASTER PLAN

APPLICANT / REPRESENTATIVE

CJUF III Flagler, LLC / Hugo P. Arza, Esq.

DESCRIPTION OF SUBJECT AREA

The subject property, which is legally described in Exhibit "A" (the "Property"), consists of approximately 39.51± gross acres (36.27± net acres) of land located in Section 4, Township 54, Range 40, in unincorporated Miami-Dade County. More specifically, the subject property is located on the northside of West Flagler Street at approximately 92nd Avenue, in unincorporated Miami-Dade County, Florida.

LOCATION MAP

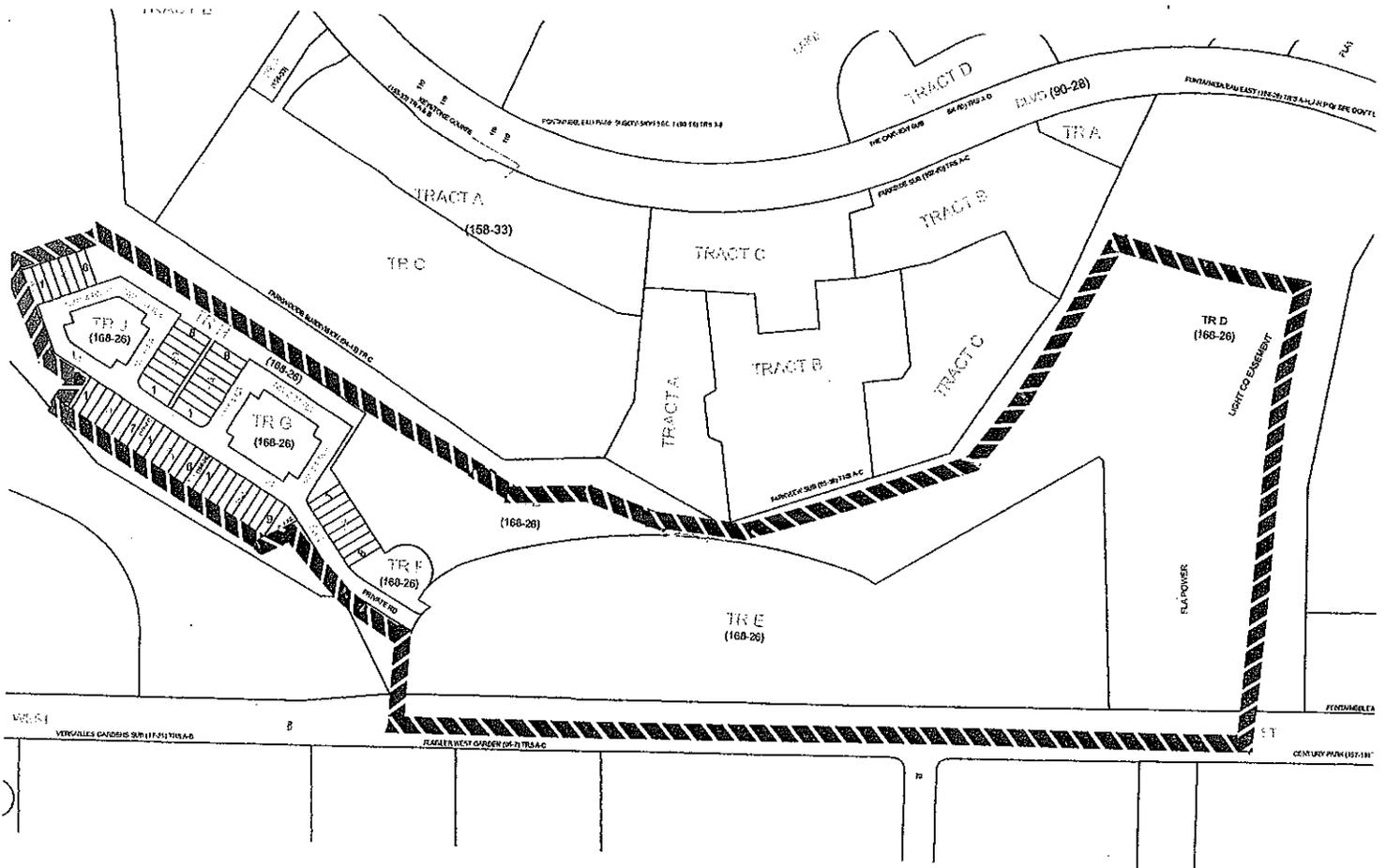


EXHIBIT "C"

1) DRAFT Modification of Declaration of Restrictions instrument

2) Declaration of Restrictions recorded in Official Records Book 26921 at Page 1562 of the Public Records of Miami-Dade County, Florida.

This instrument was prepared by:

Name: Juan J. Mayol, Jr., Esq.
Address: Holland & Knight LLP
701 Brickell Avenue
Suite 3000
Miami, Florida 33131

(Space reserved for Clerk of Court)

**MODIFICATION OF DECLARATION OF RESTRICTIONS
RECORDED AT OFFICIAL RECORDS BOOK 26921 AT PAGE 1562**

THIS MODIFICATION OF DECLARATION OF RESTRICTIONS is made this ___ day of _____, 201__, by the undersigned (the "Owners"), in favor of Miami-Dade County, a political subdivision of the State of Florida (the "County").

WITNESSETH:

WHEREAS, the Owners hold fee simple title to that certain parcel of land located in unincorporated Miami-Dade County, Florida, which is more particularly described in the attached Exhibit "A" (the "Property"); and

WHEREAS, a Declaration of Restrictions (hereinafter referred to as the "Declaration") in favor of Miami-Dade County, was recorded in the Public Records of Miami-Dade County in Official Records Book 26921 at Page 1562, which placed certain restrictions and conditions on the development of the Property, a copy of which is attached as Exhibit "B";

WHEREAS, the Owners are aware of an application for an amendment to the Miami-Dade County Comprehensive Development Master Plan (the "CDMP") identified as Application No. ___ in the November 2013 Amendment Cycle (the "Application") for the purpose of modifying the Declaration;

WHEREAS, the Miami-Dade County Board of County Commissioners held a public

hearing on _____ wherein it adopted Ordinance No. _____ (the "Ordinance")
to approve a modification to the Declaration;

WHEREAS, the Ordinance approved the modification of Section 8 of the Declaration as follows:

FROM:

"8. **Hours of Operation.** The hours of operation on the Property shall be restricted as follows:

Sunday thru Thursday: 6:00 am to 12:00 am
Friday and Saturday: 6:00 am to 2:00 am"

TO:

"8. **Hours of Operation.** The hours of operation on the Property shall be restricted as follows:

Sunday thru Thursday: 5:00 am to 12:00 am
Friday and Saturday: 5:00 am to 2:00 am"

NOW, THEREFORE, IN ORDER TO ASSURE Miami-Dade County that the representations made in the Application will be abided by, the Owners freely, voluntarily, and without duress, hereby agree as follows:

1. Section 8 of the Declaration now reads as follows:

"8. **Hours of Operation.** The hours of operation on the Property shall be restricted as follows:

Sunday thru Thursday: 5:00 am to 12:00 am
Friday and Saturday: 5:00 am to 2:00 am"

2. Except as hereby amended, all other restrictions in the Declaration shall remain in full force and effect.

[Signature Pages Follow]



This instrument was prepared by:
 Name: Felix M. Lasarte, Esq.
 Address: The Lasarte Law Firm
 5835 Blue Lagoon Drive, Suite 100
 Miami, Florida 33126

CFN 2009R0469946
 DR Bk 26921 Pgs 1562 - 1582 (21pgs)
 RECORDED 06/29/2009 15:50:28
 HARVEY RUVIN, CLERK OF COURT
 MIAMI-DADE COUNTY, FLORIDA

2008 Cycle CDMP → to BU 1A for 31.9 acres
 to Parks for 4.37 acres (New corner of prop)
 A/40
 (Space reserved for Clerk)

DECLARATION OF RESTRICTIONS

WHEREAS, the undersigned, Fontainbleau Lakes, LLC (the "Owner"), holds the fee simple title to that certain parcel of land (hereinafter the "Property") located in Miami-Dade County, which is legally described as follows:

See Exhibit "A"

WHEREAS, the Owner has applied for an amendment to the Miami-Dade County Comprehensive Development Master Plan that is pending as Application No. 8 in the April 2008 Amendment Cycle (the "Application");

WHEREAS, the Application seeks to re-designate approximately 31.9 acres of the Property from "Medium Density Residential" and "Parks and Recreation" to "Business and Office" (see Exhibit "B") and approximately 4.37 acres of the Property from "Medium Density Residential" to "Parks and Recreation" (see Exhibit "C") on the Miami-Dade County Comprehensive Development Master Plan Future Land Use Plan Map ("LUP");

NOW, THEREFORE, IN ORDER TO ASSURE Miami-Dade County, Florida (the "County") that the representations made by the Owner during its consideration of the Application will be abided by the Owner freely, voluntarily, and without duress, Owner makes the following Declaration of Restrictions ("Declaration") covering and running with the Property:

(1) **Conceptual Site Plan.** Subject to approval through the zoning process, the Property will be developed in substantial conformity with the conceptual (bubble) site plan entitled "West Flagler Commercial Development," prepared by Leo A. Daly, signed and sealed the 2nd day of May, 2008 ("Conceptual Site Plan"), a copy of which is attached to this Declaration as Exhibit "D." Any application filed to rezone the Property shall be in substantial conformity with the Conceptual Site Plan. The Conceptual Site Plan merely sets forth the maximum number of square feet of the proposed buildings and the maximum height of those buildings, but it is not intended to show the exact location and orientation of the buildings, parking areas or other design features to be located on the Property. The Owner acknowledges that the future rezoning and development of the Property shall require one or more detailed site plan approvals by the County which will determine, among other things, the exact location of the buildings, size of the buildings, height of the buildings, facade of the buildings, elevation of the buildings, distribution of the buildings, orientation of the buildings, and other requirements for compliance with all applicable zoning, fire and public works review standards.

(2) **Square Footage.** The development of the Property shall not exceed a total of 240,000 square feet of retail space under the proposed "Business and Office" land use designation.

(3) **Prohibited Uses.** Upon final zoning approval to BU-1(A), residential uses and office buildings as referenced under Section 33-238(24) of the Code of Miami-Dade County (2009) shall be prohibited on the Property.

(4) **Permitted Uses.** The uses on the Property shall be limited to those uses permitted under the BU-1(A) zoning district and may include a public library or community center.

The Notwithstanding any possible rezoning, the following BU-1(A) uses shall not be permitted:

- a. Donated Goods Center;
- b. Automobile Light Truck Sales;
- c. Automobile Service Stations;
- d. Motorcycle Sales and Repairs;
- e. Lawn Mower, Retail Sales and Service Centers;
- f. Open Air Theaters;
- g. Skating Rinks;
- h. Rental Truck Agencies;
- i. Dance Halls;
- j. Night Clubs;
- k. Adult Entertainment Establishments.

(5) **Public Library Option.** Owner shall afford the Miami-Dade County Public Library Department (Library Department) the first choice to lease any space located on the West side of the proposed Conceptual Site Plan. The space shall accommodate a neighborhood library between 7,500 square feet to 15,000 square feet and the space will have the necessary electrical outlets and data wiring, as required by the Library Department. The Library Department will have one year from the date of final approval of the Application, in which to select a site located on the West side of the Conceptual Plan. If the Library Department has not selected a site within one year of the approval of the Application, then the Owner shall not have any obligation or responsibilities under this section.

(6) **Maximum Height.** The maximum height permitted for the development of the Property shall be forty-five (45) feet and shall only be one (1) story in height.

(7) **Pedestrian Connectivity.** The Owner shall maintain a pedestrian pathway between the proposed commercial and existing neighboring residential areas that shall be

illuminated and landscaped to assure pedestrian connectivity throughout the proposed park adjacent to the Property.

(8) **Hours of Operation.** The hours of operation on the Property shall be restricted as follows:

Sunday thru Thursday: 6:00 am to 12:00 am

Friday and Saturday: 6:00 am to 2:00 am

(9) **Miscellaneous:**

A. **Covenant Running with the Land.** This Declaration of Restrictions on the part of Owner shall constitute a covenant running with the land and shall be recorded by the Owner, at Owner's expense, in the public records of Miami-Dade County, Florida, and shall remain in full force and effect and be binding upon Owner and their heirs, successors, and assigns until such time as the same is modified or released with the approval of the County. These restrictions, during their lifetime, shall be for the benefit of, and limitation upon, all present and future owners of the Property and for the public welfare.

B. **Term.** This Declaration of Restrictions is to run with the land and shall be binding on all parties and all persons claiming under it for a period of thirty (30) years from the date that this Declaration of Restrictions is recorded, after which time it shall be extended automatically for successive periods of ten (10) years each, unless an instrument signed by the then owner(s) of the Property has been recorded in the public records agreeing to change the covenant in whole, or in part, provided that the Declaration of Restrictions has first been modified or released by Miami-Dade County.

C. **Modification, Amendment, Release.** This Declaration of Restrictions may be modified, amended, or released as to the land herein described, or any portion thereof, by

a written instrument executed by the then fee simple owner(s) of the Property, including joinders of all mortgages, if any, provided that the same is also approved by the Board of County Commissioners of Miami-Dade County or such other successors governmental body having jurisdiction over the Property.

Any such modification, amendment or release shall be subject to the provisions governing amendments to Comprehensive Plans, as set forth in Chapter 163, Part II, Florida Statutes or successor legislation which may, from time to time, govern amendments to comprehensive plans (hereinafter "Chapter 163"). Such modification, amendment or release shall also be subject to the provisions governing amendments to comprehensive plans as set forth in Section 2-116.1 of the Code of Miami-Dade County, or successor regulation governing amendments to the Miami-Dade comprehensive plan. Notwithstanding anything in this paragraph, in the event that the Property is incorporated within a new municipality which amends, modifies, or declines to adopt the provisions of Section 2-116.1 of the Code of Miami-Dade County, then modifications, amendments or releases of this Declaration of Restrictions shall be subject to Chapter 163 and the provisions of such ordinances as may be adopted by such successor municipality for the adoption of amendments to its comprehensive plan; or, in the event that the successor municipality does not adopt such ordinances, subject to Chapter 163 and by the provisions for the adoption of zoning district boundary changes. Should this Declaration of Restrictions be so modified, amended or released, the Director of the Planning and Zoning Department or the executive officer of the successor of said Department, or in the absence of such director or executive officer by his/her assistant in charge of the office in his/her absence, shall forthwith execute a written instrument effectuating and acknowledging such modification, amendment or release.

In the event that there is a recorded property owners association covering any portion of the Property, said association may (in lieu of the signature or consent of the individual members or owners), on behalf of its members and in accordance with its articles of incorporation or bylaws, consent to any proposed modification, amendment, or release by a written instrument executed by the property owners association. Any consent made pursuant to a vote of the property owners association shall be evidenced by a written resolution of the property owners association and a certification executed by the secretary of the property owners association's board of directors affirming that the vote complied with the articles of incorporation and bylaws of the association.

Any modification, amendment, or release of this Declaration will require the consent of all the then owner(s) of the Property which will be evidenced by either a written resolution of a property owners association and/or a written instrument(s) executed by the individual property owner(s). In the event that one or several of the owners of the Property are not members of a recorded association, their consent to any modification, amendment, or release, is required, along with the consent of the recorded associations(s), and must be evidenced by an executed written instrument.

D. **Enforcement.** Enforcement shall be by action against any parties or person violating, or attempting to violate, the covenants. This enforcement provision shall be in addition to any other remedies available at law, in equity, or both.

E. **Election of Remedies.** All rights, remedies, and privileges granted herein shall be deemed to be cumulative and the exercise of any one or more shall neither be deemed to constitute an election of remedies, nor shall it preclude the party exercising the same from exercising such other additional rights, remedies or privileges.

F. **Severability.** Invalidation of any one of these covenants by judgment of Court shall not affect any of the other provisions which shall remain in full force and effect.

G. **Recording.** This Declaration of Restrictions shall be filed of record in the public records of Miami-Dade County, Florida at the cost of Owner following the adoption of the Application. This Declaration of Restrictions shall become effective immediately upon recordation. Notwithstanding the previous sentence, if any appeal is filed, and the disposition of such appeal results in the denial of the application, in its entirety, then this Declaration of Restrictions shall be null and void and of no further effect. Upon the disposition of an appeal that results in the denial of the Application, in its entirety, and upon written request, the Director of the Planning and Zoning Department or the executive officer of the successor of said department, or in the absence of such director or executive officer by his/her assistant in charge of the office in his/her absence, shall forthwith execute a written instrument, in recordable form, acknowledging that this Declaration of Restrictions is null and void and of no further effect.

[Execution Pages to Follow]

**JOINDER BY MORTGAGEE
CORPORATION**

The undersigned Bank of America, N.A., a national banking association, under that certain mortgage from Fontainebleau Lakes, LLC., a Florida limited liability company, recorded in Official Records Book 23887, Page 4607, of the Public Records of Miami-Dade County, Florida, as modified by Amended and Restated Mortgage, Assignment of Rents, Security Agreement and Fixture Filing recorded in Official Records Book 25863, at Page 3204; as modified by Mortgage Modification Agreement recorded in Official Records Book 26579, at Page 4573; and UCC-1 Financing Statement recorded in Official Records Book 23887, at Page 4658 and rerecorded in Official Records Book 24246, at Page 4053 in the Public Records of Miami-Dade County, Florida, covering all/or a portion of the property described in the foregoing agreement, does hereby acknowledge that the terms of this agreement are and shall be binding upon the undersigned and its successors in title.

IN WITNESS WHEREOF these presents have been executed this 30 day of April, 2009.

Witnesses

Signature

Print Name

Signature

Print Name

Bank of America, N.A., a national banking association

Name of Corporation

Address:

13099 US HWY 41 SE 3rd Floor
FORT MYERS, FL 33907

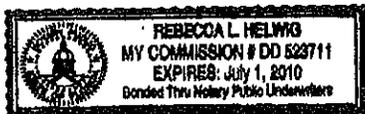
By:

Print Name: Michael D. Babain

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

The foregoing instrument was acknowledged before me by Michael D. Babain, the Sr. Vice President of Bank of America, N.A., on behalf of Bank of America. He/She personally known to me or has produced _____, as identification.

Witness my signature and official seal this 30 day of April, 2009, in the County and State aforesaid.



Rebecca L Helwig

Notary Public-State of Florida

Rebecca L Helwig

Print Name

My Commission Expires: 7/1/10

EXHIBIT "A"

Fontainbleau East:

TRACTS 1, 2, 3, 4 AND 7, FONTAINBLEAU PARK SUBDIVISION SECTION ONE, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 90, AT PAGE 56, OF THE PUBLIC RECORDS OF DADE COUNTY, FLORIDA.

TOGETHER WITH:

A PORTION OF THE NORTHWEST 1/4 OF SECTION 4, TOWNSHIP 54 SOUTH, RANGE 40 EAST, MIAMI-DADE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF SAID SECTION 4, TOWNSHIP 54 SOUTH, RANGE 40 EAST; THENCE RUN NORTH 89°58'50" EAST, ALONG THE NORTH LINE OF SAID SECTION 4 (ALSO BEING THE SOUTH LINE OF GOVERNMENT LOT 4) FOR A DISTANCE OF 95.06 FEET TO THE POINT OF BEGINNING OF PARCEL OF LAND HEREINAFTER TO BE DESCRIBED; THENCE CONTINUE NORTH 89°58'50" EAST ALONG LAST DESCRIBED COURSE FOR A DISTANCE OF 36.55 FEET TO A POINT OF INTERSECTION WITH THE WEST LINE OF TRACT "F" BLUE FONTAINE TRACT, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 140, AT PAGE 76, OF THE PUBLIC RECORDS OF DADE COUNTY, FLORIDA; THENCE RUN SOUTH 08°57'20" WEST, ALONG THE WEST LINE OF TRACT "F" FOR A DISTANCE OF 7.93 FEET TO A POINT; THENCE RUN SOUTH 02°06'50" EAST, ALONG SAID WEST LINE OF TRACT "F" FOR A DISTANCE OF 58.88 FEET TO THE SOUTHWEST CORNER OF SAID TRACT "F" (SAID POINT ALSO BEING A POINT OF INTERSECTION WITH THE NORTH RIGHT-OF-WAY LINE OF FONTAINBLEAU BOULEVARD AS SHOWN ON PLAT OF FONTAINBLEAU BOULEVARD PARK AND PARK BOULEVARD, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 90, AT PAGE 28, OF THE PUBLIC RECORDS OF DADE COUNTY, FLORIDA; THENCE RUN SOUTH 89°42'20" WEST, ALONG LAST DESCRIBED COURSE FOR A DISTANCE OF 35.02 FEET TO A POINT OF INTERSECTION WITH THE EAST RIGHT-OF-WAY LINE FOR CANAL AS SHOWN ON PLAT OF BLUE FONTAINE REPLAT, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 140, AT PAGE 2, OF THE PUBLIC RECORDS OF DADE COUNTY, FLORIDA; THENCE RUN NORTH 02°06'50" WEST, ALONG THE EAST RIGHT-OF-WAY LINE OF SAID CANAL FOR A DISTANCE OF 66.89 FEET TO A POINT OF INTERSECTION WITH THE NORTH LINE OF SAID SECTION 4 (SAID POINT ALSO BEING THE POINT OF BEGINNING). SAID PARCEL OF LAND LYING AND BEING SITUATED IN MIAMI-DADE COUNTY, FLORIDA.

TOGETHER WITH:

A PORTION OF GOVERNMENT LOT 4 BETWEEN TOWNSHIP 53 AND 54 SOUTH, RANGE 40 EAST, AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF GOVERNMENT LOT 4; THENCE SOUTH 89°58'36" WEST 1490.13 FEET TO THE POINT OF BEGINNING; THENCE NORTH 01°53'09" EAST 1035.40 FEET; THENCE NORTH 87°00'00" WEST 160.03 FEET; THENCE SOUTH 01°53'09" WEST 1043.85 FEET; THENCE SOUTH 89°58'36" EAST 160.09 FEET TO THE POINT OF BEGINNING.

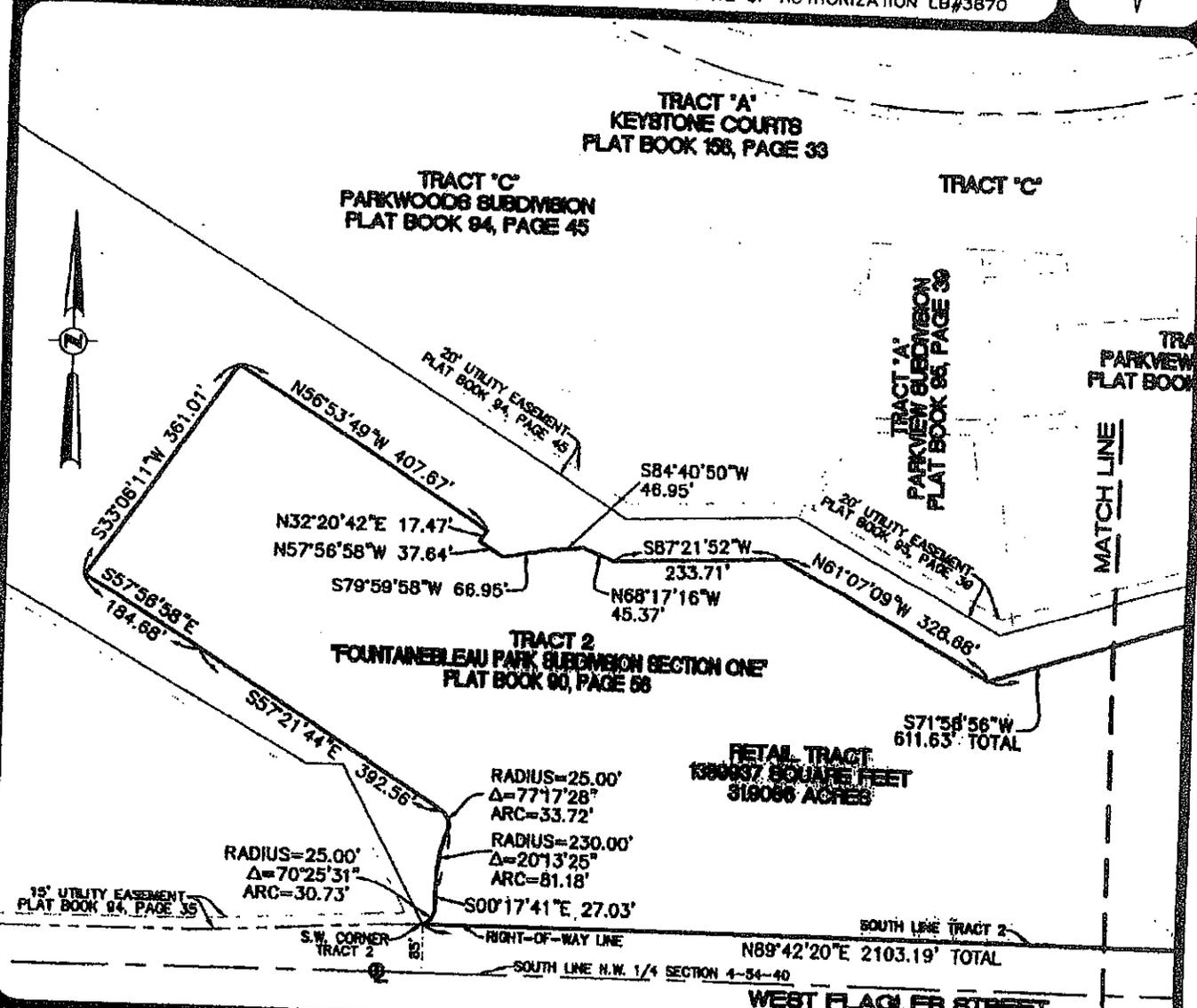
(M2806187;1)



SKETCH AND LEGAL DESCRIPTION
BY
PULICE LAND SURVEYORS, INC.

6381 NOB HILL ROAD
SUNRISE, FLORIDA 33351

TELEPHONE: (954) 572-1777 • FAX: (954) 572-1778
E-MAIL: surveys@pulicelandsurveyors.com CERTIFICATE OF AUTHORIZATION LB#3670



FILE: SHOMA DEVELOPMENT
SCALE: 1"-200'
ORDER NO.: 51965-1
DATE: 09/23/08; REV. 02/23/09
RETAIL TRACT
MIAMI-DADE COUNTY, FLORIDA
FOR: FONTAINEBLEAU EAST

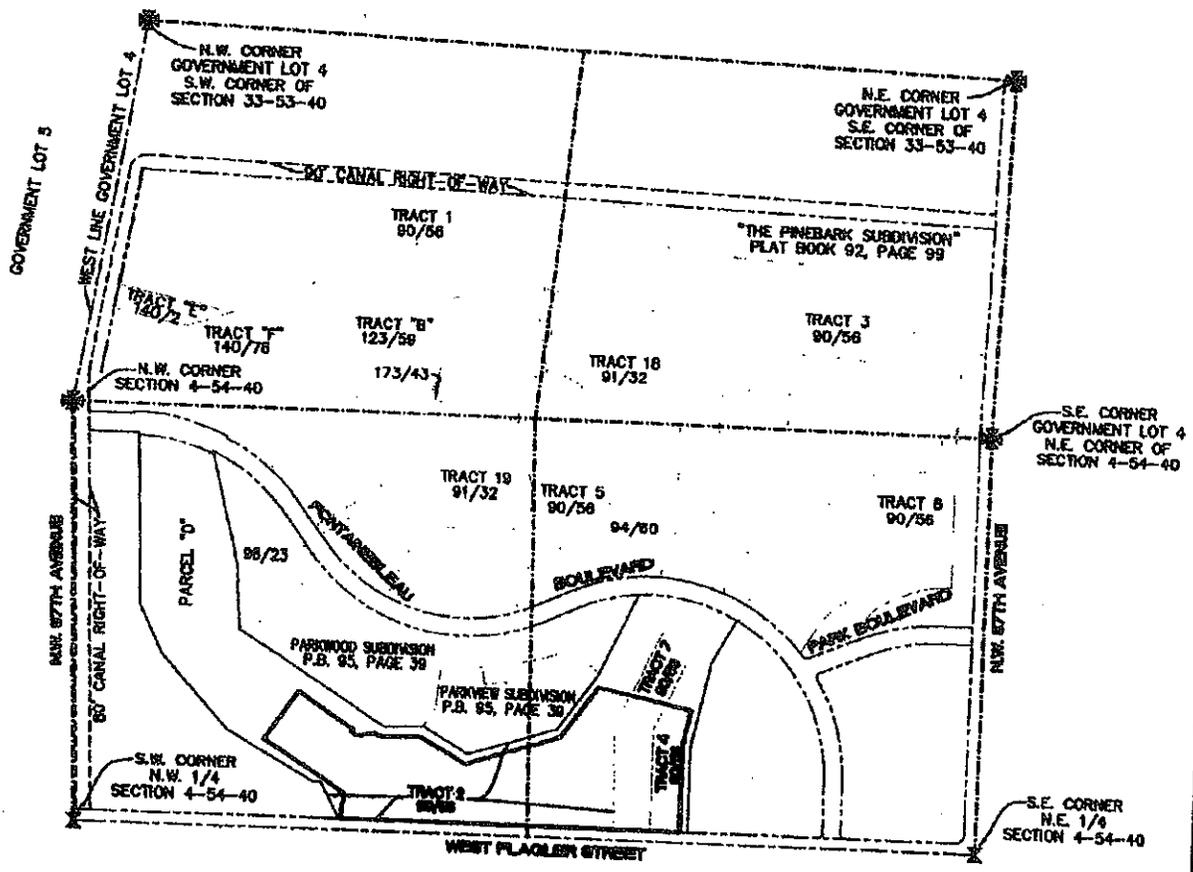
SHEET 2 OF 4
THIS DOCUMENT IS NEITHER FULL NOR COMPLETE WITHOUT SHEETS 1 THROUGH 4 INCLUSIVE



SKETCH AND LEGAL DESCRIPTION
BY
PULICE LAND SURVEYORS, INC.

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SUNRISE, FLORIDA 33351

TELEPHONE: (954) 572-1777 • FAX: (954) 572-1778
E-MAIL: surveys@pulicelandsurveyors.com CERTIFICATE OF AUTHORIZATION LG#3870



FILE: SHOMA DEVELOPMENT
SCALE: 1"=1,000' (LOCATION MAP)
ORDER NO.: 51965-1
DATE: 09/23/08; REV. 02/23/09
RETAIL TRACT
MIAM-DADE COUNTY, FLORIDA
FOR: FONTANEBLEAU EAST

SHEET 3 OF 4
THIS DOCUMENT IS NEITHER FULL NOR
COMPLETE WITHOUT SHEETS 1
THROUGH 4 INCLUSIVE



SKETCH AND LEGAL DESCRIPTION
BY

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E-MAIL: surveys@pulicelandsurveyors.com CERTIFICATE OF AUTHORIZATION LB#3870



LEGAL DESCRIPTION: RETAIL TRACT

A PORTION OF TRACTS 2, 4 AND 7 OF FONTAINEBLEAU PARK SUBDIVISION SECTION ONE ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 90, PAGE 56 OF THE PUBLIC RECORDS OF MIAMI-DADE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF SAID TRACT 4 ON THE NORTH RIGHT-OF-WAY LINE OF WEST FLAGLER STREET; THENCE SOUTH 89°42'20" WEST ON THE SOUTH LINE OF SAID TRACT 4 AND ON SAID NORTH RIGHT-OF-WAY LINE 48.04 FEET TO THE POINT OF BEGINNING; THENCE NORTH 00°13'59" EAST 526.51 FEET; THENCE NORTH 11°29'59" EAST 221.83 FEET; THENCE NORTH 78°30'01" WEST 587.00 FEET; THENCE SOUTH 35°04'02" WEST 387.01 FEET; THENCE SOUTH 71°58'56" WEST 611.63 FEET; THENCE NORTH 61°07'09" WEST 328.68 FEET; THENCE SOUTH 87°21'52" WEST 233.71 FEET; THENCE NORTH 68°17'16" WEST 45.37 FEET; THENCE SOUTH 84°40'50" WEST 46.95 FEET; THENCE SOUTH 79°59'58" WEST 66.95 FEET; THENCE NORTH 57°56'58" WEST 37.64 FEET; THENCE NORTH 32°20'42" EAST 17.47 FEET; THENCE NORTH 56°53'49" WEST 407.67 FEET; THENCE SOUTH 33°06'11" WEST 361.01 FEET; THENCE SOUTH 57°56'58" EAST 184.68 FEET; THENCE SOUTH 57°21'44" EAST 392.56 FEET TO A POINT OF CURVATURE OF A CIRCULAR CURVE, CONCAVE SOUTHWESTERLY; THENCE SOUTHEASTERLY ON THE ARC OF SAID CURVE, WITH A RADIUS OF 25.00 FEET AND A CENTRAL ANGLE OF 77°17'28" AN ARC DISTANCE OF 33.72 FEET TO A POINT OF REVERSE CURVATURE OF A CIRCULAR CURVE, CONCAVE EASTERLY; THENCE SOUTHERLY ON THE ARC OF SAID CURVE, WITH A RADIUS OF 230.00 FEET AND A CENTRAL ANGLE OF 20°13'25" AN ARC DISTANCE OF 81.18 FEET TO A POINT OF TANGENCY; THENCE SOUTH 00°17'41" EAST 27.03 FEET TO A POINT OF CURVATURE OF A CIRCULAR CURVE, CONCAVE NORTHWESTERLY; THENCE SOUTHWESTERLY ON THE ARC OF SAID CURVE, WITH A RADIUS OF 25.00 FEET AND A CENTRAL ANGLE OF 70°25'31" AN ARC DISTANCE OF 30.73 FEET TO THE SOUTHWEST CORNER OF SAID TRACT 2, BEING ON THE NORTH RIGHT-OF-WAY LINE OF WEST FLAGLER STREET; THENCE NORTH 89°42'20" EAST ON THE SOUTH LINE OF TRACTS 2, 7 AND 4 AND ON SAID NORTH RIGHT-OF-WAY LINE 2,103.19 FEET TO THE POINT OF BEGINNING.
CONTAINING 1,389,937 SQUARE FEET, 31.9086 ACRES.

NOTES:

- 1) BEARINGS ARE BASED ON THE SOUTH LINE OF TRACT 2 BEING N89°42'20"E.
- 2) THIS IS NOT A SKETCH OF SURVEY AND DOES NOT REPRESENT A FIELD SURVEY.
- 3) THIS SKETCH IS NOT VALID WITHOUT THE SIGNATURE AND ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.
- 4) Δ DENOTES: CENTRAL ANGLE.
- 5) O.R.B. DENOTES: OFFICIAL RECORDS BOOK.

FILE: SHOMA DEVELOPMENT

SCALE: N/A

ORDER NO.: 51985-1

DATE: 09/23/08; REV. 02/23/09

RETAIL TRACT

MIAMI-DADE COUNTY, FLORIDA

FOR: FONTAINEBLEAU EAST

SHEET 4 OF 4

THIS DOCUMENT IS NEITHER FULL NOR COMPLETE WITHOUT SHEETS 1 THROUGH 4 INCLUSIVE

EXHIBIT "C"



SKETCH AND LEGAL DESCRIPTION
BY
PULICE LAND SURVEYORS, INC.

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E-MAIL: surveys@pulicelandsurveyors.com CERTIFICATE OF AUTHORIZATION LB#3870

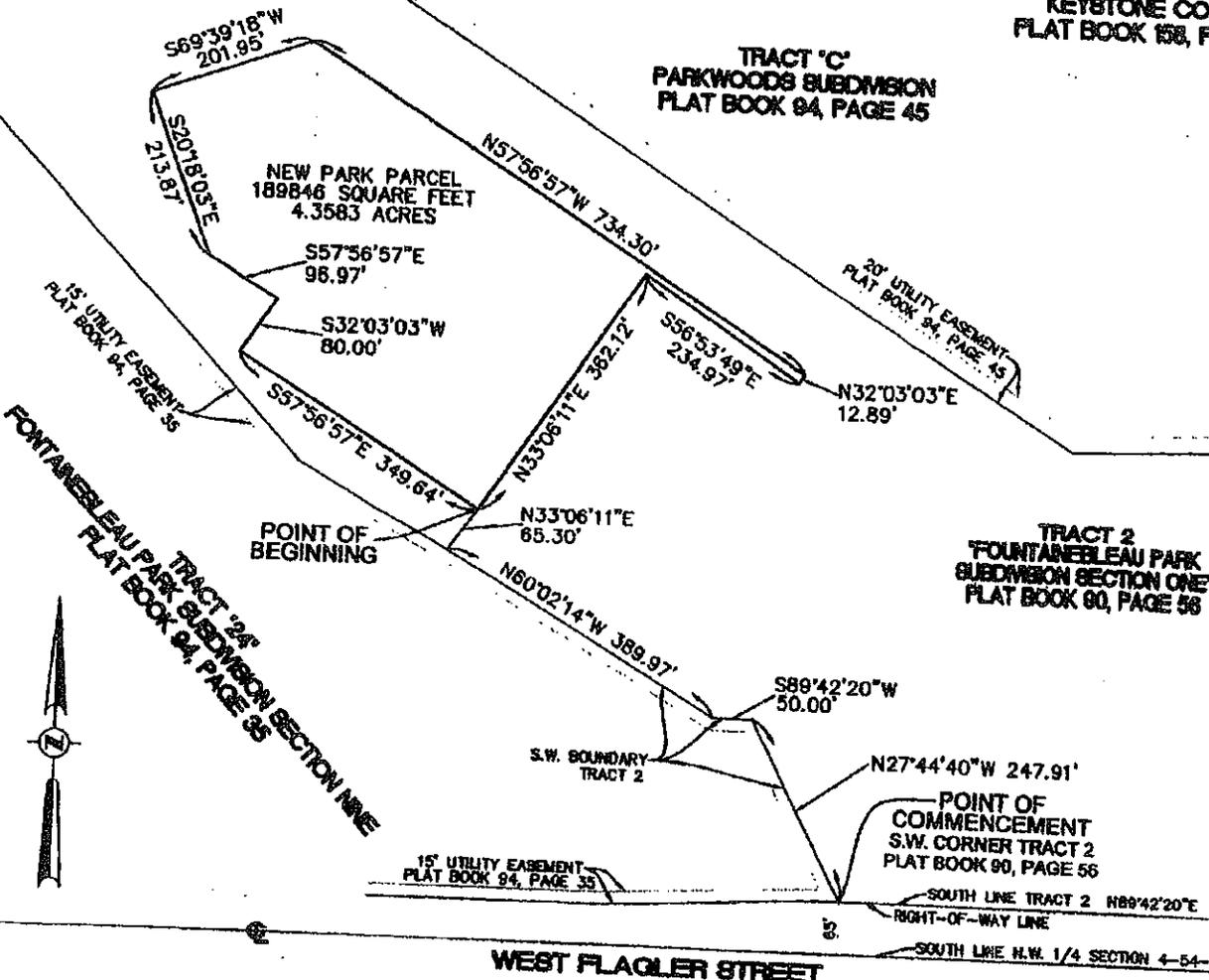


TRACT 2
FONTAINEBLEAU PARK
SUBDIVISION SECTION ONE
PLAT BOOK 90, PAGE 58

TRACT 'A'
KEYSTONE COURTS
PLAT BOOK 158, PAGE 33

TRACT 'C'
PARKWOODS SUBDIVISION
PLAT BOOK 94, PAGE 45

NEW PARK PARCEL
189846 SQUARE FEET
4.3583 ACRES



WEST FLAGLER STREET

FILE: SHOMA DEVELOPMENT

SCALE: 1"=200'

ORDER NO.: 52015

DATE: 10/29/08; REV. 02/23/09

ADDITIONAL PARK PARCEL ONE

MIAMI-DADE COUNTY, FLORIDA

FOR: FONTAINEBLEAU EAST

SHEET 1 OF 3
THIS DOCUMENT IS NEITHER FULL NOR
COMPLETE WITHOUT SHEETS 1
THROUGH 3 INCLUSIVE

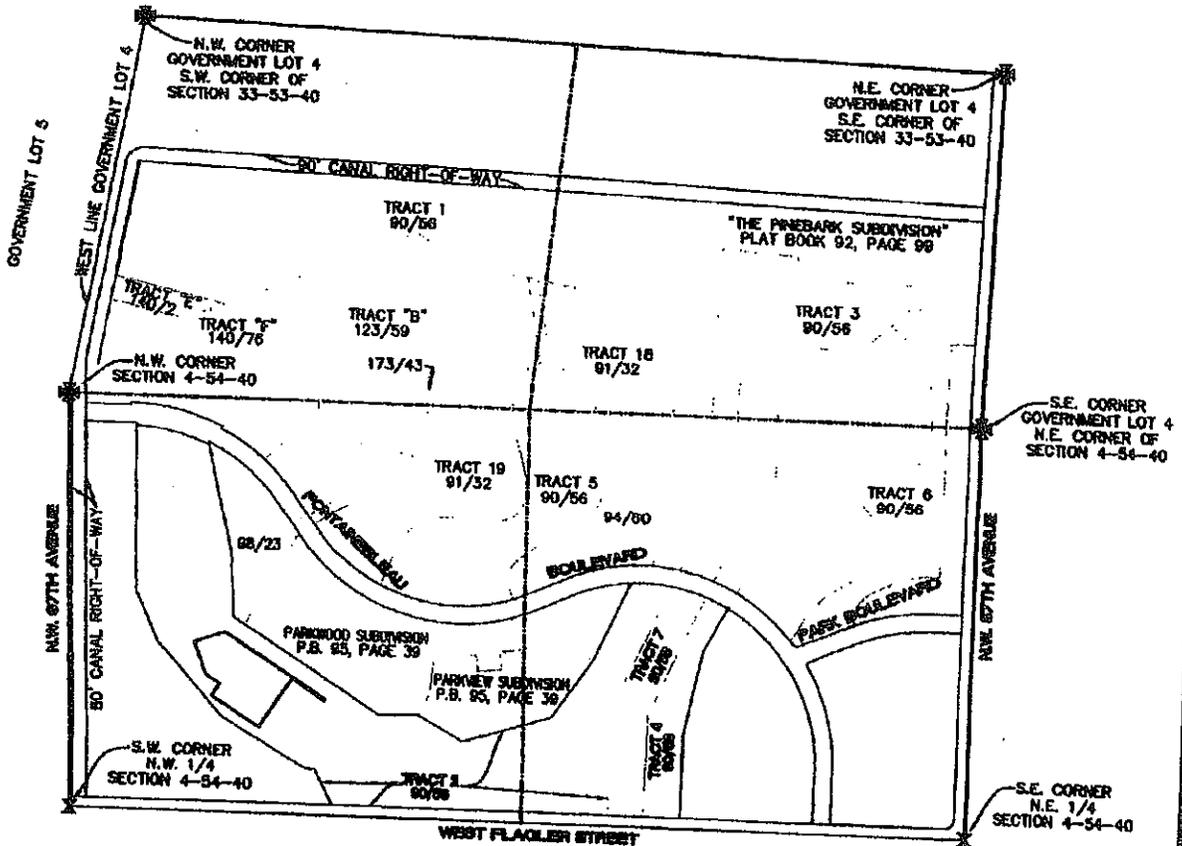
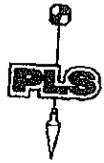
[Signature]
JOHN T. PULICE, PROFESSIONAL SURVEYOR AND MAPPER LS2691
BETH BURNS, PROFESSIONAL SURVEYOR AND MAPPER ES8136
STATE OF FLORIDA



SKETCH AND LEGAL DESCRIPTION
BY
PULICE LAND SURVEYORS, INC.

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SUNRISE, FLORIDA 33351

TELEPHONE: (954) 572-1777 • FAX: (954) 572-1778
E-MAIL: surveys@pulicelandsurveyors.com CERTIFICATE OF AUTHORIZATION LB#3870



FILE: SHOMA DEVELOPMENT

SCALE: 1"=1,000' (LOCATION MAP)

ORDER NO.: 52015

DATE: 10/29/08; REV. 02/23/09

ADDITIONAL PARK PARCEL ONE

MIAMI-DADE COUNTY, FLORIDA

FOR: FONTAINEBLEAU EAST

SHEET 2 OF 3

THIS DOCUMENT IS NEITHER FULL NOR
COMPLETE WITHOUT SHEETS 1
THROUGH 3 INCLUSIVE



SKETCH AND LEGAL DESCRIPTION
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5381 NOB HILL ROAD
SUNRISE, FLORIDA 33351



TELEPHONE: (954) 572-1777 • FAX: (954) 572-1778
E-MAIL: surveys@pulicelandsurveyors.com CERTIFICATE OF AUTHORIZATION LB#3870

LEGAL DESCRIPTION: ADDITIONAL PARK PARCEL ONE

A PORTION OF TRACT 2 OF FONTAINEBLEAU PARK SUBDIVISION SECTION ONE ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 90, PAGE 56 OF THE PUBLIC RECORDS OF MIAMI-DADE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF SAID TRACT 2 ON THE NORTH RIGHT-OF-WAY LINE OF WEST FLAGLER STREET; THENCE ON THE SOUTHWESTERLY BOUNDARY OF SAID TRACT 2 THE FOLLOWING 3 COURSES AND DISTANCES: 1) NORTH 27°44'40" WEST 247.91 FEET; 2) SOUTH 89°42'20" WEST 50.00 FEET; 3) NORTH 60°02'14" WEST 389.97 FEET; THENCE NORTH 33°06'11" EAST 65.30 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE NORTH 33°06'11" EAST 362.12 FEET; THENCE SOUTH 56°53'49" EAST 234.97 FEET; THENCE NORTH 32°03'03" EAST 12.89 FEET; THENCE NORTH 57°56'57" WEST 734.30 FEET; THENCE SOUTH 69°39'18" WEST 201.95 FEET; THENCE SOUTH 20°18'03" EAST 213.87 FEET; THENCE SOUTH 57°56'57" EAST 96.97 FEET; THENCE SOUTH 32°03'03" WEST 80.00 FEET; THENCE SOUTH 57°56'57" EAST 349.64 FEET TO THE POINT OF BEGINNING.
CONTAINING 189,846 SQUARE FEET, 4.3583 ACRES.

NOTES:

- 1) BEARINGS ARE BASED ON THE SOUTH LINE OF TRACT 2 BEING N89°42'20"E.
- 2) THIS IS NOT A SKETCH OF SURVEY AND DOES NOT REPRESENT A FIELD SURVEY.
- 3) THIS SKETCH IS NOT VALID WITHOUT THE SIGNATURE AND ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.
- 4) Δ DENOTES: CENTRAL ANGLE.
- 5) O.R.B. DENOTES: OFFICIAL RECORDS BOOK.

FILE: SHOMA DEVELOPMENT

SCALE: N/A

ORDER NO.: 52015

DATE: 10/29/08; REV. 02/23/09

ADDITIONAL PARK PARCEL ONE

MIAMI-DADE COUNTY, FLORIDA

FOR: FONTAINEBLEAU EAST

SHEET 3 OF 3

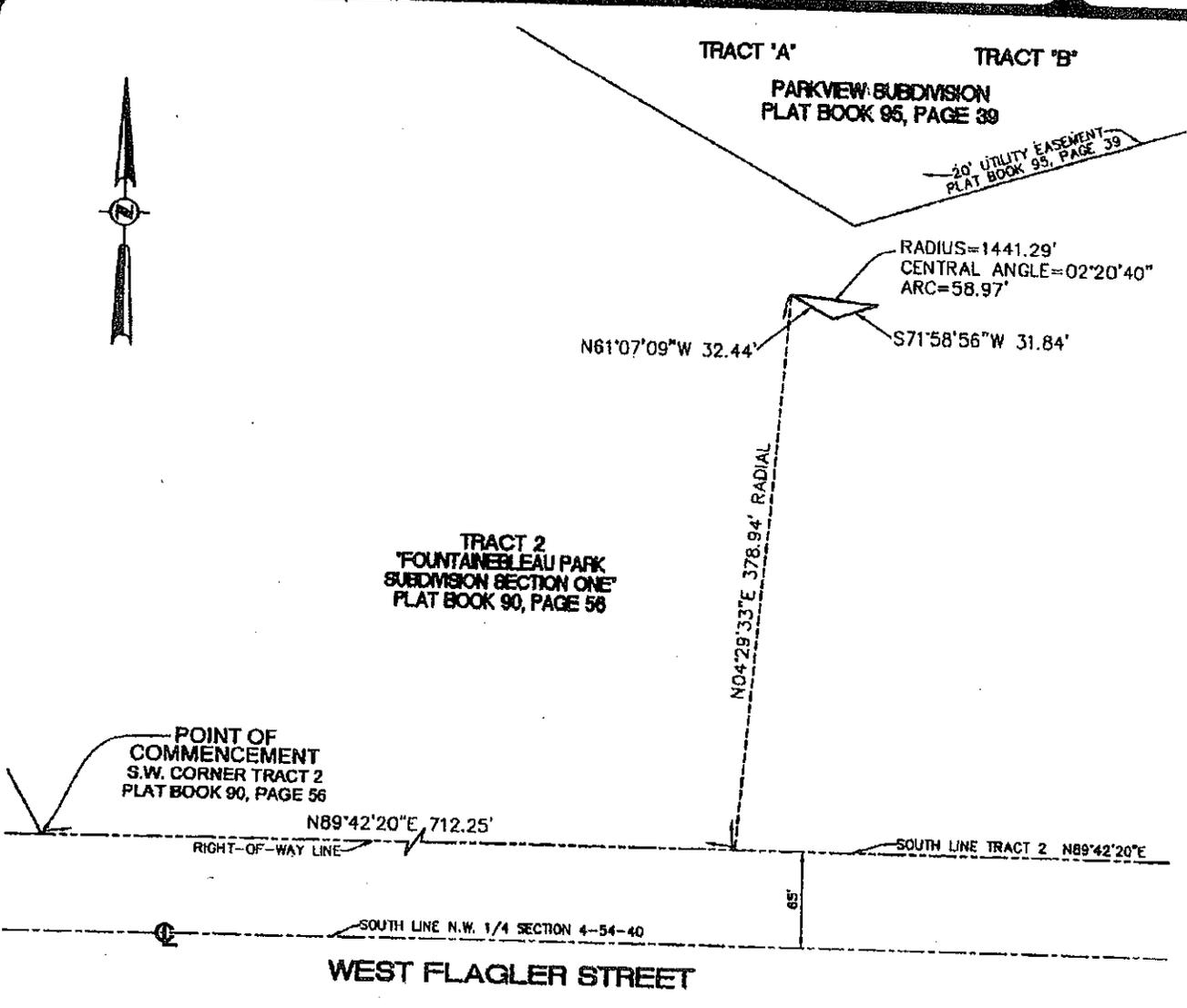
THIS DOCUMENT IS NEITHER FULL NOR COMPLETE WITHOUT SHEETS 1 THROUGH 3 INCLUSIVE



SKETCH AND LEGAL DESCRIPTION
BY
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5381 NOB HILL ROAD
SUNRISE, FLORIDA 33351

TELEPHONE: (954) 572-1777 • FAX: (954) 572-1778
E-MAIL: surveya@pulfcelandsurveyors.com CERTIFICATE OF AUTHORIZATION LB#3870



FILE: SHOMA DEVELOPMENT

SCALE: 1"=100'

ORDER NO: 52160-3

DATE: 01/26/09

ADDITIONAL PARK PARCEL TWO

MIAMI-DADE COUNTY, FLORIDA

FOR: FONTAINEBLEAU EAST

SHEET 1 OF 3

THIS DOCUMENT IS NEITHER FULL NOR
COMPLETE WITHOUT SHEETS 1
THROUGH 3 INCLUSIVE

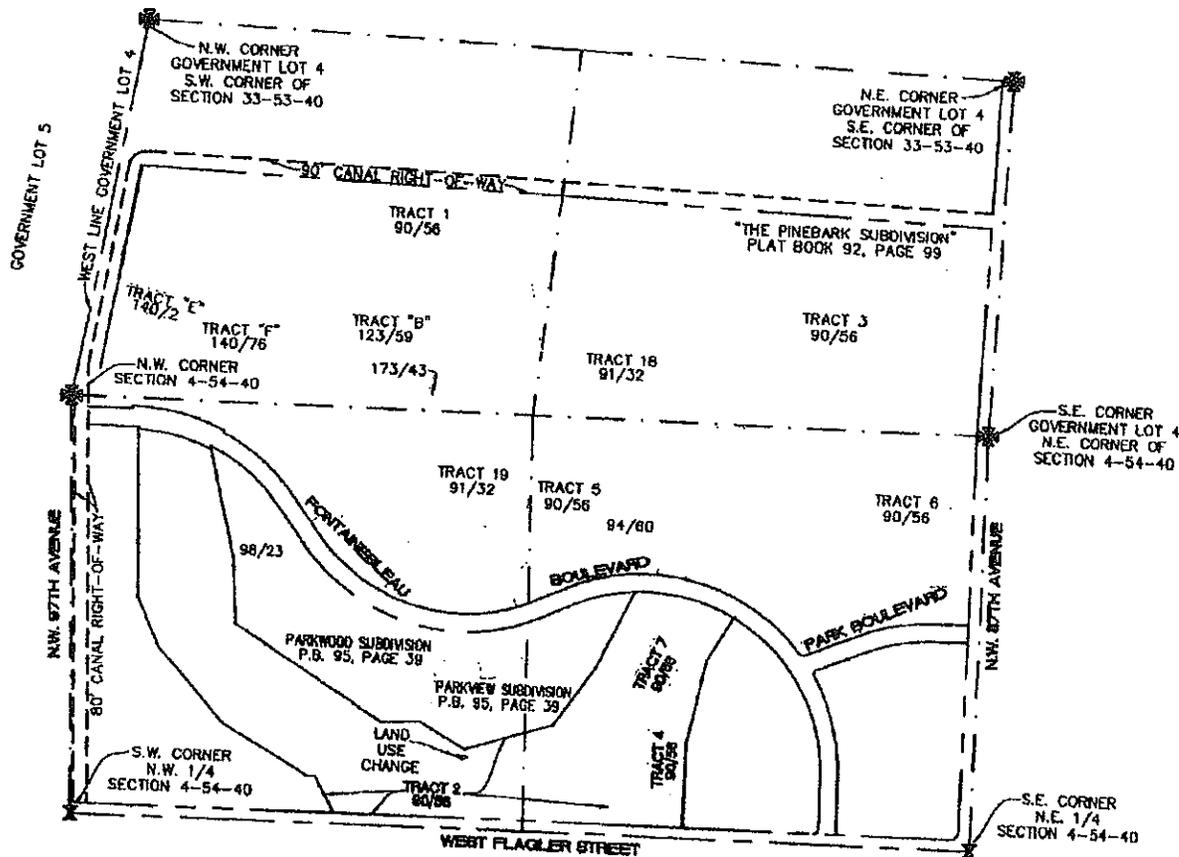

JOHN P. PULICE, PROFESSIONAL SURVEYOR AND MAPPER LS2691
BEA BURNS, PROFESSIONAL SURVEYOR AND MAPPER LS6136
STATE OF FLORIDA



SKETCH AND LEGAL DESCRIPTION
BY
PULICE LAND SURVEYORS, INC.

6381 NOB HILL ROAD
SUNRISE, FLORIDA 33351

TELEPHONE: (954) 572-1777 • FAX: (954) 572-1778
E-MAIL: surveys@pulicelandsurveyors.com CERTIFICATE OF AUTHORIZATION LB#3870



FILE: SHOMA DEVELOPMENT
SCALE: 1"=1,000' (LOCATION MAP)
ORDER NO.: 52180-3
DATE: 01/26/09
ADDITIONAL PARK PARCEL TWO
MIAM-DADE COUNTY, FLORIDA
FOR: FONTAINEBLEAU EAST

SHEET 2 OF 3
 THIS DOCUMENT IS NEITHER FULL NOR
 COMPLETE WITHOUT SHEETS 1
 THROUGH 3 INCLUSIVE

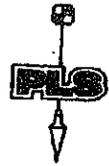


SKETCH AND LEGAL DESCRIPTION
BY

PULICE LAND SURVEYORS, INC.

5381 NOB HILL ROAD
SUNRISE, FLORIDA 33351

TELEPHONE: (954) 572-1777 • FAX: (954) 572-1778
E-MAIL: surveys@pulicelandsurveyors.com CERTIFICATE OF AUTHORIZATION LB#3870



LEGAL DESCRIPTION: ADDITIONAL PARK PARCEL TWO

A PORTION OF TRACT 2 OF FONTAINEBLEAU PARK SUBDIVISION SECTION ONE ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 90, PAGE 56 OF THE PUBLIC RECORDS OF MIAMI-DADE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF SAID TRACT 2 ON THE NORTH RIGHT-OF-WAY LINE OF WEST FLAGLER STREET; THENCE NORTH 89°42'20" EAST ON THE SOUTH LINE OF SAID TRACT 2 AND ON SAID NORTH RIGHT-OF-WAY LINE 712.25 FEET; THENCE NORTH 04°29'33" EAST, ON A LINE RADIAL TO THE NEXT DESCRIBED CURVE, 378.94 FEET TO THE POINT OF BEGINNING, A POINT ON THE ARC OF A CIRCULAR CURVE CONCAVE SOUTHERLY; THENCE EASTERLY ON THE ARC OF SAID CURVE, WITH A RADIUS OF 1,441.29 FEET AND A CENTRAL ANGLE OF 02°20'40" AN ARC DISTANCE OF 58.97 FEET; THENCE SOUTH 71°58'56" WEST 31.84 FEET; THENCE NORTH 61°07'09" WEST 32.44 FEET TO THE POINT OF BEGINNING.
389 SQUARE FEET, 0.0089 ACRES.

NOTES:

- 1) BEARINGS ARE BASED ON THE SOUTH LINE OF TRACT 2 BEING N89°42'20"E.
- 2) THIS IS NOT A SKETCH OF SURVEY AND DOES NOT REPRESENT A FIELD SURVEY.
- 3) THIS SKETCH IS NOT VALID WITHOUT THE SIGNATURE AND ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.
- 4) O.R.B. DENOTES: OFFICIAL RECORDS BOOK.

FILE: SHOMA DEVELOPMENT

SCALE: N/A

ORDER NO: 52160-3

DATE: 01/26/09

ADDITIONAL PARK PARCEL TWO

MIAM-DADE COUNTY, FLORIDA

FOR: FONTAINEBLEAU EAST

SHEET 3 OF 3

THIS DOCUMENT IS NEITHER FULL NOR COMPLETE WITHOUT SHEETS 1 THROUGH 3 INCLUSIVE

WEST FLAGLER COMMERCIAL DEVELOPMENT
 MIAMI, FLORIDA

SHOMA
 DEVELOPMENT CORP.

LEO A DALY
 CONSULTANTS

NO.	DESCRIPTION	AMOUNT	DATE
1	INITIAL DEPOSIT	500	12/15/81
2	REVENUE	100	1/15/82
3	EXPENSES	(20)	2/15/82
4	REVENUE	150	3/15/82
5	EXPENSES	(30)	4/15/82
6	REVENUE	200	5/15/82
7	EXPENSES	(40)	6/15/82
8	REVENUE	250	7/15/82
9	EXPENSES	(50)	8/15/82
10	REVENUE	300	9/15/82
11	EXPENSES	(60)	10/15/82
12	REVENUE	350	11/15/82
13	EXPENSES	(70)	12/15/82
14	REVENUE	400	1/15/83
15	EXPENSES	(80)	2/15/83
16	REVENUE	450	3/15/83
17	EXPENSES	(90)	4/15/83
18	REVENUE	500	5/15/83
19	EXPENSES	(100)	6/15/83
20	REVENUE	550	7/15/83
21	EXPENSES	(110)	8/15/83
22	REVENUE	600	9/15/83
23	EXPENSES	(120)	10/15/83
24	REVENUE	650	11/15/83
25	EXPENSES	(130)	12/15/83
26	REVENUE	700	1/15/84
27	EXPENSES	(140)	2/15/84
28	REVENUE	750	3/15/84
29	EXPENSES	(150)	4/15/84
30	REVENUE	800	5/15/84
31	EXPENSES	(160)	6/15/84
32	REVENUE	850	7/15/84
33	EXPENSES	(170)	8/15/84
34	REVENUE	900	9/15/84
35	EXPENSES	(180)	10/15/84
36	REVENUE	950	11/15/84
37	EXPENSES	(190)	12/15/84
38	REVENUE	1000	1/15/85
39	EXPENSES	(200)	2/15/85
40	REVENUE	1050	3/15/85
41	EXPENSES	(210)	4/15/85
42	REVENUE	1100	5/15/85
43	EXPENSES	(220)	6/15/85
44	REVENUE	1150	7/15/85
45	EXPENSES	(230)	8/15/85
46	REVENUE	1200	9/15/85
47	EXPENSES	(240)	10/15/85
48	REVENUE	1250	11/15/85
49	EXPENSES	(250)	12/15/85
50	REVENUE	1300	1/15/86
51	EXPENSES	(260)	2/15/86
52	REVENUE	1350	3/15/86
53	EXPENSES	(270)	4/15/86
54	REVENUE	1400	5/15/86
55	EXPENSES	(280)	6/15/86
56	REVENUE	1450	7/15/86
57	EXPENSES	(290)	8/15/86
58	REVENUE	1500	9/15/86
59	EXPENSES	(300)	10/15/86
60	REVENUE	1550	11/15/86
61	EXPENSES	(310)	12/15/86
62	REVENUE	1600	1/15/87
63	EXPENSES	(320)	2/15/87
64	REVENUE	1650	3/15/87
65	EXPENSES	(330)	4/15/87
66	REVENUE	1700	5/15/87
67	EXPENSES	(340)	6/15/87
68	REVENUE	1750	7/15/87
69	EXPENSES	(350)	8/15/87
70	REVENUE	1800	9/15/87
71	EXPENSES	(360)	10/15/87
72	REVENUE	1850	11/15/87
73	EXPENSES	(370)	12/15/87
74	REVENUE	1900	1/15/88
75	EXPENSES	(380)	2/15/88
76	REVENUE	1950	3/15/88
77	EXPENSES	(390)	4/15/88
78	REVENUE	2000	5/15/88
79	EXPENSES	(400)	6/15/88
80	REVENUE	2050	7/15/88
81	EXPENSES	(410)	8/15/88
82	REVENUE	2100	9/15/88
83	EXPENSES	(420)	10/15/88
84	REVENUE	2150	11/15/88
85	EXPENSES	(430)	12/15/88
86	REVENUE	2200	1/15/89
87	EXPENSES	(440)	2/15/89
88	REVENUE	2250	3/15/89
89	EXPENSES	(450)	4/15/89
90	REVENUE	2300	5/15/89
91	EXPENSES	(460)	6/15/89
92	REVENUE	2350	7/15/89
93	EXPENSES	(470)	8/15/89
94	REVENUE	2400	9/15/89
95	EXPENSES	(480)	10/15/89
96	REVENUE	2450	11/15/89
97	EXPENSES	(490)	12/15/89
98	REVENUE	2500	1/15/90
99	EXPENSES	(500)	2/15/90
100	REVENUE	2550	3/15/90

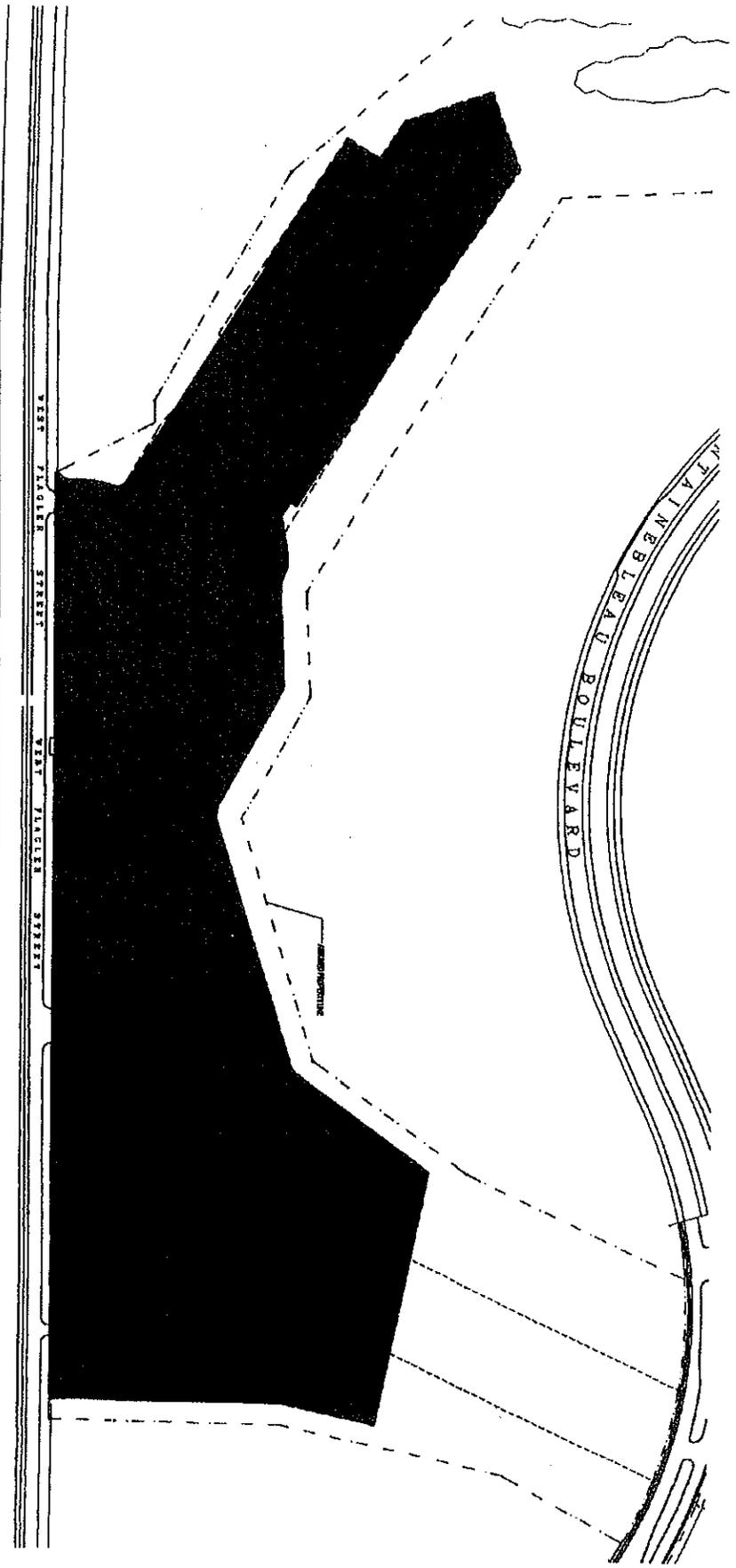


Exhibit "D"

- b. If the applicant is a **CORPORATION**, list the corporation's name, the name and address of the principal stockholders and the percentage of stock owned by each. [Note: where the principal officers or stockholders, consist of another corporation (s), trustee(s), partnership(s) or other similar entities, further disclosure shall be required which discloses the identity of the individual(s) (natural persons) having the ultimate ownership interest in the aforementioned entity.]

CORPORATION NAME CJUF III Flagler, LLC, a Delaware limited liability company

<u>NAME, ADDRESS, AND OFFICE (if applicable)</u>	<u>PERCENTAGE OF STOCK</u>
CJUF III Flagler Member, LLC 2000 Avenue of the Stars, 11 th Floor Los Angeles, California	100% of preferred member interest

HM Six Member, LLC 12000 Biscayne Blvd., Suite 508 North Miami, Florida 33181	100% of preferred member interest
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See Attached Ownership Chart for Further Information

- c. If the applicant is a **TRUSTEE**, list the trustee's name, the name and address of the beneficiaries of the trust, and the percentage of interest held by each. [Note: where the beneficiary/beneficiaries consist of corporation(s), partnership(s), or other similar entities, further disclosure shall be required which discloses the identity of the individual (s) (natural persons) having the ultimate ownership interest in the aforementioned entity].

TRUSTEES NAME: _____

<u>BENEFICIARY'S NAME AND ADDRESS</u>	<u>PERCENTAGE OF INTEREST</u>
---------------------------------------	-------------------------------

- d. If the applicant is a **PARTNERSHIP** or **LIMITED PARTNERSHIP**, list the name of the partnership, the name and address of the principals of the partnership, including general and limited partners and the percentage of interest held by each partner. [Note: where the partner(s) consist of another partnership(s), corporation(s) trust(s) or other similar entities, further disclosure shall be required which discloses the identity of the individual(s) (natural persons) having the ultimate ownership interest in the aforementioned entity].

PARTNERSHIP NAME: _____

NAME AND ADDRESS OF PARTNERS

PERCENTAGE OF INTEREST

- e. If the applicant is party to a **CONTRACT FOR PURCHASE**, whether contingent on this application or not, and whether a Corporation, Trustee, or Partnership, list the names of the contract purchasers below, including the principal officers, stockholders, beneficiaries, or partners. [Note: where the principal officers, stockholders, beneficiaries, or partners consist of another corporation, trust, partnership, or other similar entities, further disclosure shall be required which discloses the identity of the individual(s) (natural persons) having the ultimate ownership interest in the aforementioned entity].

NAME AND ADDRESS

PERCENTAGE OF INTEREST

Date of Contract _____

If any contingency clause or contract terms involve additional parties, list all individuals or officers if a corporation, partnership, or trust.

5. DISCLOSURE OF OWNER'S INTEREST: Complete only if an entity other than the applicant is the owner of record as shown on 2.a., above.

- a. If the owner is an individual (natural person) list the applicant and all other individual owners below and the percentage of interest held by each.

INDIVIDUAL'S NAME AND ADDRESS

PERCENTAGE OF INTEREST

- b. If the owner is a **CORPORATION**, list the corporation's name, the name and address of the principal stockholders and the percentage of stock owned by each. [Note: where the principal officers or stockholders consist of another corporation(s), trustee(s) partnership(s) or other similar entities, further disclosure shall be required which discloses the identity of the individual(s) (natural persons) having the ultimate ownership interest in the aforementioned entity.]

CORPORATION NAME: Fontainebleau Lakes, LLC, a Florida Limited Liability Company

<u>NAME, ADDRESS AND OFFICE (if applicable)</u>	<u>PERCENTAGE OF STOCK</u>
3470 NW 82 nd Avenue, Suite 988, Doral, Florida 33122	See attached chart

If the owner is a TRUSTEE, and list the trustee's name, the name and address of the beneficiaries of the trust and the percentage of interest held by each. [Note: where the beneficiary/beneficiaries consist of corporation(s), another trust(s), partnership(s) or other similar entities, further disclosure shall be required which discloses the identity of the individual(s) (natural persons) having the ultimate ownership interest in the aforementioned entity].

TRUSTEE'S NAME: _____

<u>BENEFICIARY'S NAME AND ADDRESS</u>	<u>PERCENTAGE OF INTEREST</u>

- c. If the owner is a PARTNERSHIP or LIMITED PARTNERSHIP, list the name of the partnership, the name and address of the principals of the partnership, including general and limited partners, and the percentage of interest held by each. [Note: where the partner(s) consist of another partnership(s), corporation(s) trust(s) or other similar entities, further disclosure shall be required which discloses the identity of the individual(s) (natural persons) having the ultimate ownership interest in the aforementioned entity].

PARTNERSHIP NAME: _____

<u>NAME AND ADDRESS OF PARTNERS</u>	<u>PERCENTAGE OF OWNERSHIP</u>

- d. If the owner is party to a CONTRACT FOR PURCHASE, whether contingent on this application or not, and whether a Corporation, Trustee, or Partnership, list the names of the contract purchasers below, including the principal officers, stockholders, beneficiaries, or partners. [Note: where the principal officers, stockholders, beneficiaries, or partners consist of another corporation, trust, partnership, or other similar entities, further disclosure shall be required which discloses the identity of the individual(s) (natural persons) having the ultimate ownership interest in the aforementioned entity].

<u>NAME, ADDRESS AND OFFICE (if applicable)</u>	<u>PERCENTAGE OF INTEREST</u>

Date of Contract _____

If any contingency clause or contract terms involve additional parties, list all individuals or officers, if a corporation, partnership, or trust

For any changes of ownership or changes in contracts for purchase subsequent to the date of the application, but prior to the date of the final public hearing, a supplemental disclosure of interest shall be filed.

The above is a full disclosure of all parties of interest in this application to the best of my knowledge and behalf.

CJUF III Flagler, LLC, a Delaware limited liability Company

By: HM Six Member, LLC, a Florida limited liability company, Sponsor Member

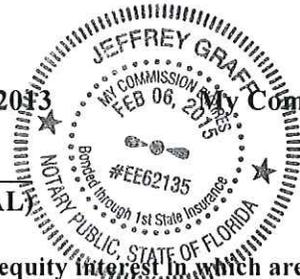
By: HM Six, LLC, a Florida limited liability company, Manager

By: [Signature]
Name: Eric Sheppard
Title: Manager

Sworn to and subscribed before me

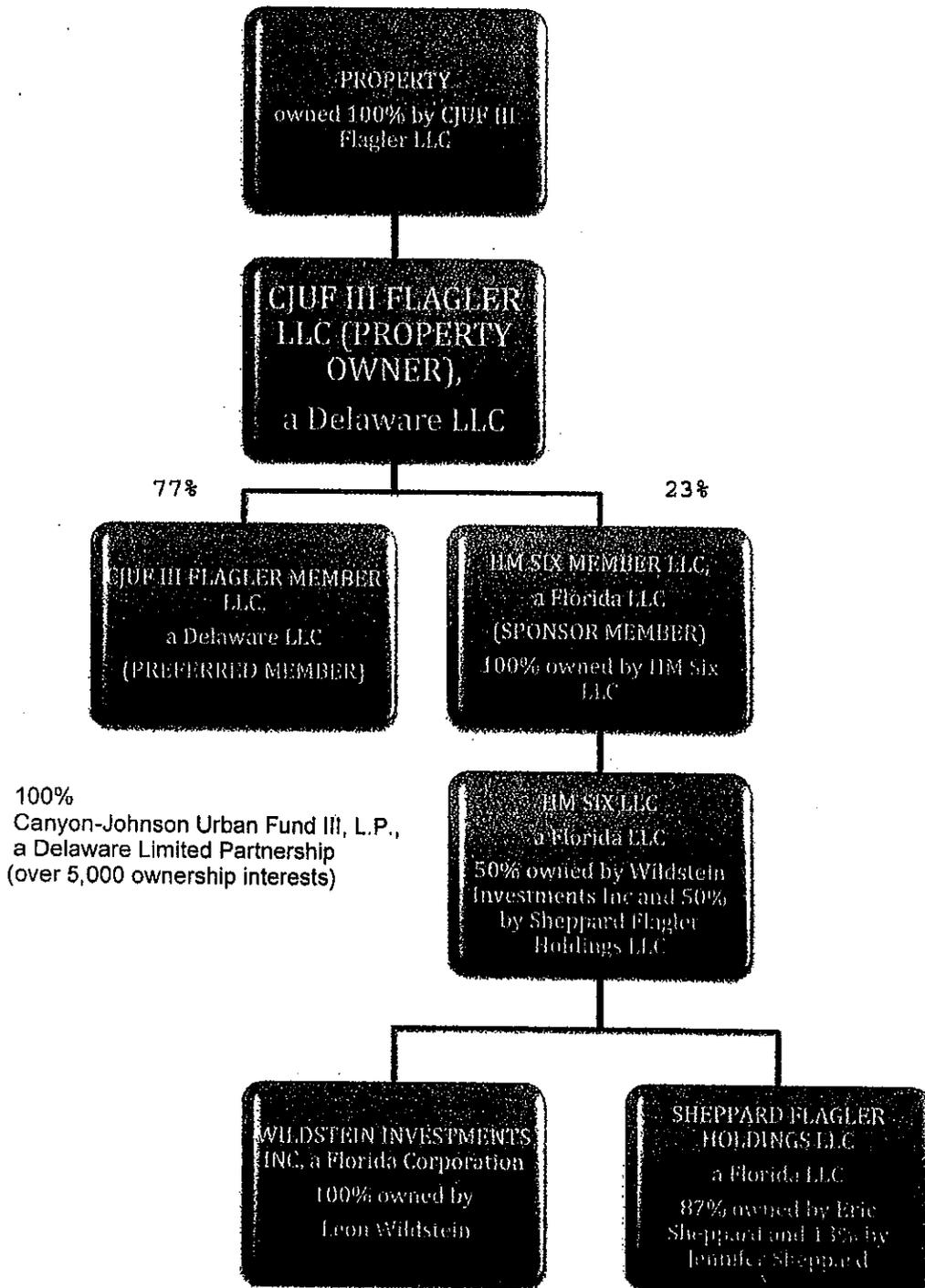
this 7th day of Nov, 2013, My Commission Expires: 2/6/2015

[Signature]
Notary Public, State of Florida at Large (SEAL)



Disclosure shall not be required of any entity, the equity interest in which are regularly traded on an established securities market in the United States or other country; or pension funds or pension trusts of more than five thousand (5,000) ownership interests; any entity where ownership interests are held in a partnership, corporation or trust consisting of more FMGM than five thousand (5,000) separate interests including all interests at each level of ownership, and no one pension or entity holds more than a total of five (5) percent of the ownership interest in the partnership, corporation or trust; or of any entity, the ownership interest of which are held in a partnership, corporation or trust consisting of more than 5,000 separate interests and where no one person or entity holds more than a total of 5% of the ownership interest in the partnership, corporation or trust. Entities whose ownership interests are held in partnership, corporation, or trust consisting of more than five thousand (5,000) separate interests, including all interests at every level of ownership, shall only be required to disclose those ownership interest which exceed five (5) percent of the ownership interest in the partnership, corporation or trust.

FLAGLER ORGANIZATION CHART



LIST OF FOLIO NUMBERS

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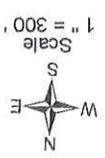
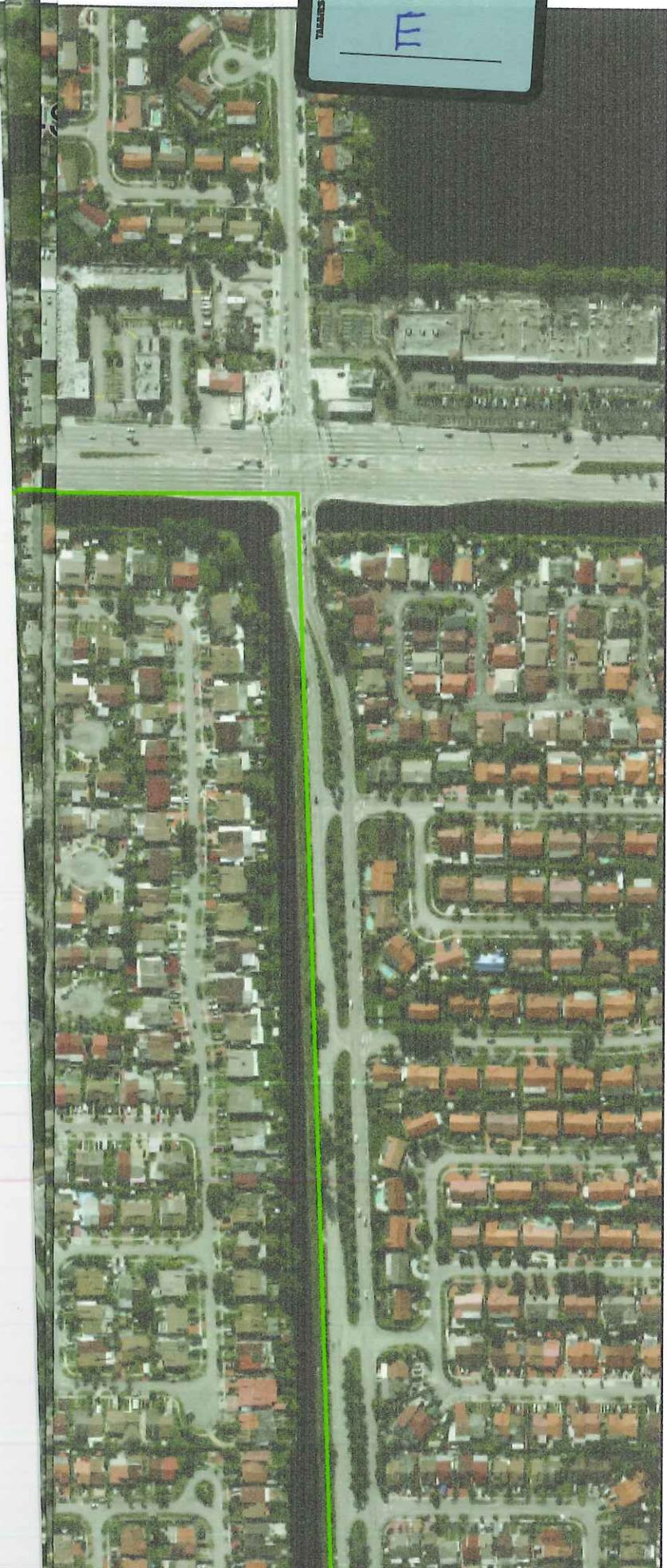


EXHIBIT
E





Department Of Public Works
MIAMI-DADE COUNTY, FLORIDA



REVISIONS

- 1/17/1996 - SW1/4
R/W CLOSED (GRAND CANAL DR) BY RESO #R-822-88, P-474
- 7/15/1997 - 150-80, SW1/4
BIG FIVE HOMES
- 4/14/1998 - 151-74, SE 1/4
8700 FLAGER SUBDIVISION
- 9/19/2001 - 157-19, SW 1/4
CENTURY PARK
- 1/4/2002 - 157-99, SE 1/4
CENTURY VILLAS
- 2/19/2002 - 158-33, NW 1/4
KEYSTONE COURTS
- 5/10/2010 - <NULL>-<NULL>, <NULL>
ST CODESIG (R-264-07) SW 8 ST FR 87-97 AVE
- 9/15/2010 - 168-26, N 1/2
FONTAINEBLEAU EAST
- 4/19/2011 - <NULL>-<NULL>, SE 1/4
IA ORB 27657 PG 0968-73 SW 4 ST

