

This Instrument prepared without
examination of title by:

Nicolle M. Shalley
Senior Assistant City Attorney
P.O. Box 490, Station 46
Gainesville, Florida 32602-0490

**FIRST AMENDMENT TO SECOND AMENDED AND RESTATED DECLARATION OF
PROTECTIVE COVENANTS AND RESTRICTIONS FOR THE AIRPORT
INDUSTRIAL PARK, UNIT I, UNIT II, AND UNIT III LOCATED IN THE CITY OF
GAINESVILLE, ALACHUA COUNTY, FLORIDA**

THIS First Amendment to Second Amended and Restated Declaration of Protective Covenants and Restrictions for the Airport Industrial Park, Unit I, Unit II, and Unit III located in the City of Gainesville, Alachua County, Florida (the "Amendment") is made by The CITY OF GAINESVILLE, a municipal corporation of the State of Florida, 200 E. University Avenue, Suite 425, Gainesville, Florida 32601 ("Declarant") and the 49TH AVENUE PARTNERS, LLC, a Florida limited liability company; J A BEGUIRISTAIN HOLDINGS INC., a Florida corporation; FLORIDA FREEZER, LLC, a Minnesota limited liability company; FLORIDA FOOD SERVICE, INC., a Florida corporation; NORDSTROM INC., a State of Washington corporation, (collectively referred to as "Owners"), and the Gainesville-Alachua County Regional Airport Authority ("GACRAA").

WHEREAS, the Declarant recorded the Second Amended and Restated Declaration of Protective Covenants and Restrictions for certain property consisting of approximately 93.35 acres within the Airport Industrial Park Unit I, Unit II, and Unit III as stated therein (the "Property") in Official Records Instrument #0001908415, in the Public Records of Alachua County, Florida, with an effective date of January 16, 2003 (the "Restated Declaration"); and

WHEREAS, Pursuant to Article XVII of the Restated Declaration, Owners, including Declarant and GACRAA, owning in the aggregate at least sixty-six and $\frac{2}{3}$ percent (66 $\frac{2}{3}$ %) of the total acreage of the Property (to the nearest one-hundredth of an acre), less and except all roadways and rights-of-way, shall have the right to establish and declare such amendments to the Restated Declaration which are in compliance with the restrictions and easements of record and the regulations of all agencies; and

WHEREAS, the Declarant, Owners and GACRAA do in fact own at least sixty-six and $\frac{2}{3}$ percent (66 $\frac{2}{3}$ %) of said Property and desire to amend the Restated Declaration as set forth below;

NOW, THEREFORE, the parties agree as follows:

1. Article XII, Right of Repurchase, of the Restated Declaration is hereby is deleted in its entirety.
2. This Amendment, when executed, together with the Restated Declaration constitutes the entire agreement between the parties.
3. Except as modified by this Amendment (the language of which shall govern in the event of conflict with any prior document), all terms and conditions of the Restated Declaration remain in full force and effect.
4. This Amendment is made effective as of February 4, 2010.

IN WITNESS WHEREOF, the parties have executed this Amendment.

**REMAINDER OF PAGE INTENTIONALLY BLANK; SIGNATURE PAGES FOR
DECLARANT, OWNERS AND GACRAA ON FOLLOWING PAGES**

ATTEST:

Janet Woods
Janet Woods
Secretary to Gainesville-Alachua County
Regional Airport Authority

GACRAA:

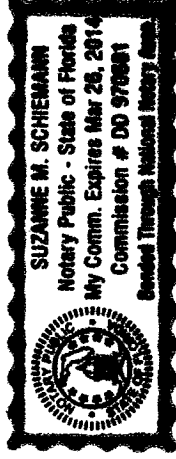
GAINESVILLE-ALACHUA COUNTY
REGIONAL AIRPORT AUTHORITY

By: Winifred M. Phillips
Winifred M. Phillips
Chair

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 27th day of May, 2010, by Winifred M. Phillips, as the Chair of the GAINESVILLE-ALACHUA COUNTY REGIONAL AIRPORT AUTHORITY, and attested by Janet Woods as Secretary to GACRAA, who have acknowledged that they have executed the same on behalf of GACRAA and that they were authorized to do so. They are personally known to me.

Suzanne M. Schiemann
Notary Public, State of Florida
My Commission Expires: March 26, 2014



Description of property owned by NORDSTROM, INC.:

LOT 23, AIRPORT INDUSTRIAL PARK, UNIT 3.

Tax Parcel 08162-023-000

24.65 acres

WITNESS:

[Signature]
Print Name: Gabriela Gaudin

WITNESS:

[Signature]
Print Name: CHRISTINE COETIS

OWNER:

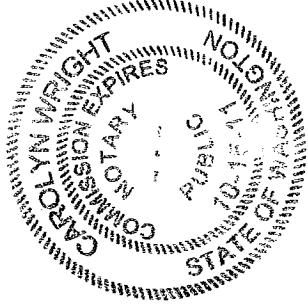
NORDSTROM, INC.,
a State of Washington corporation

By: [Signature]
Name: David G. Johansen
Title: Vice President & Counsel

STATE OF Washington
COUNTY OF King

The foregoing instrument was acknowledged before me this 15th day of Jan., 2010, by David G. Johansen, as the VP & Counsel of NORDSTROM, INC., a State of Washington corporation, who has acknowledged that he/she has executed the same on behalf of such corporation, and that he/she was authorized to do so. He/She is personally known to me or has produced WA driver's license as identification.

[Signature]
Notary Public, State of Washington
My Commission Expires: 10-15-11



Description of property owned by FLORIDA FOOD SERVICE, INC.:

LOTS 12 AND 13 AIRPORT INDUSTRIAL PARK, UNIT II.

Tax Parcels 08162-013-000 through 08162-013-010

Lot 12: 3.44 acres

Lot 13: 6.97 acres

WITNESS:

[Signature]

Print Name: Donna C. Williams

WITNESS:

[Signature]

Print Name: STEPHEN R. BARZILEK

OWNER:

FLORIDA FOOD SERVICE, INC.,
a Florida corporation,

By: [Signature]

Name: Joel S. Islam

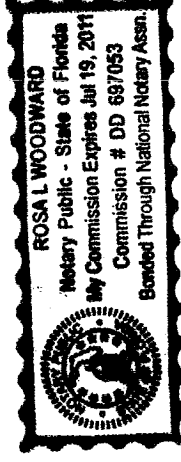
Title: President

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 9th day of FEBRUARY 2010, by JOEL S. ISLAM, as the PRESIDENT of FLORIDA FOOD SERVICE, INC., a Florida corporation, who has acknowledged that he/she has executed the same on behalf of such corporation, and that he/she was authorized to do so. He/She is personally known to me or has produced _____ as identification.

[Signature]
Notary Public, State of FLORIDA

My Commission Expires: 7-19-2011



Description of property owned by FLORIDA FREEZER, LLC:

A PORTION OF LOT 7; AIRPORT INDUSTRIAL PARK, UNIT 1.

Tax parcel 08162-007-002

2 acres

WITNESS:

Ronald G. Mehl

Print Name: RONALD G. MEHL

WITNESS:

Jean C. Weiss

Print Name: Jean C. Weiss

OWNER:

FLORIDA FREEZER, LLC,
A Minnesota limited liability company

By: Thomas A. Gump

Name: Thomas A. Gump

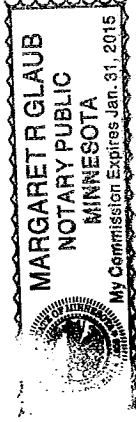
Title: Chief Manager

STATE OF Minnesota
COUNTY OF Hennepin

The foregoing instrument was acknowledged before me this 25 day of May, 2010, by Thomas A. Gump, as the Chief Manager of FLORIDA FREEZER, LLC, a Minnesota limited liability company, who has acknowledged that he/she has executed the same on behalf of such limited liability company, and that he/she was authorized to do so. He/She is personally known to me or has produced _____ as identification.

Margaret R. Glaub
Notary Public, State of Minnesota

My Commission Expires: 1/31/15



Description of property owned by J A BEGUIRISTAIN HOLDINGS, INC.:

A PORTION OF LOT 7, AIRPORT INDUSTRIAL PARK, UNIT 1.

Tax Parcel 08162-007-001

3.05 acres

and

LOT 22, AIRPORT INDUSTRIAL PARK, UNIT 3.

Tax Parcel 08162-022-000

5.3 acres

WITNESS:

L. Quesada

Print Name:

L. Quesada

WITNESS:

[Signature]

Print Name:

Rebecca Gonzalez

OWNER:

J A BEGUIRISTAIN HOLDINGS, INC.,
a Florida corporation,

By: [Signature]

Name:

Jose A. Beguiristain

Title:

President

STATE OF

Florida

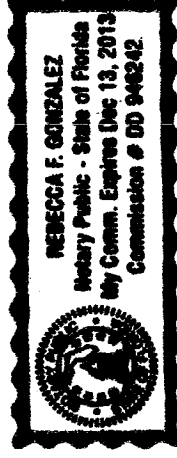
COUNTY OF

Dade

The foregoing instrument was acknowledged before me this 15 day of March, 2010, by Jose A. Beguiristain, as the President of J A BEGUIRISTAIN HOLDINGS, INC., a Florida corporation, who has acknowledged that he/she has executed the same on behalf of such corporation, and that he/she was authorized to do so. He/She is personally known to me or has produced FL D.L. as identification.

Notary Public, State of Florida

My Commission Expires:



Description of property owned by 49TH AVENUE PARTNERS, LLC:

LOT 3, AIRPORT INDUSTRIAL PARK, UNIT 1.
Tax Parcel 08162-003-000
5 acres

WITNESS:

Sara Emmanuel

Print Name: Sara Emmanuel

WITNESS:

Patricia Wyndrop
Print Name: PATRICIA WYNDROP

OWNER:

49TH AVENUE PARTNERS, LLC,
a Florida limited liability company,

By: [Signature]

Name: DOUGLAS W. WILSON

Title: MANAGING MEMBER

STATE OF Florida
COUNTY OF Alachua

The foregoing instrument was acknowledged before me this 25 day of March, 2010, by Douglas W. Wilson, as the Managing Member of 49TH AVENUE PARTNERS, LLC, a Florida limited liability company, who has acknowledged that he/she has executed the same on behalf of such limited liability company, and that he/she was authorized to do so. He/She is personally known to me or has produced _____ as identification.



Anne Marie Ritter
COMMISSION # DD829102
EXPIRES: OCT. 07, 2012
WWW.AARONNOTARY.COM

[Signature]
Notary Public, State of Florida

My Commission Expires:

Description of property owned by Declarant:

LOT 1, AIRPORT INDUSTRIAL PARK, UNIT 1.

Tax Parcel 08162-001-000

8.04 acres

LOT 2, AIRPORT INDUSTRIAL, UNIT 1.

Tax Parcel 08162-002-000

6.95 acres

LOT 5, AIRPORT INDUSTRIAL PARK UNIT 1.

Tax Parcel 08162-005-000

3.92 acres

LOT 6, AIRPORT INDUSTRIAL PARK UNIT 1.

Tax Parcel 08162-006-000

8.45 acres

A PORTION OF LOT 7, AIRPORT INDUSTRIAL PARK UNIT 1.

Tax Parcel 08162-007-000

1.05 acres

LOT 20, AIRPORT INDUSTRIAL PARK UNIT 3.

Tax Parcel 08162-020-000

4.77 acres

ATTEST:

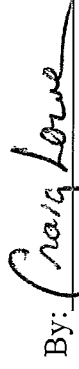

Kurt M. Lannon

Clerk of the Commission

STATE OF FLORIDA
COUNTY OF ALACHUA

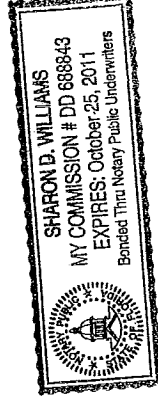
DECLARANT:

CITY OF GAINESVILLE, a municipal
corporation of the State of Florida

By: 
Craig Lowe
Mayor

The foregoing instrument was acknowledged before me this 23 day of June, 2010, by Craig Lowe, as the Mayor of the CITY OF GAINESVILLE, and attested by Kurt Lannon as Clerk of the Commission, who have acknowledged that they have executed the same on behalf of such municipal corporation and that they were authorized to do so. They are personally known to me.


Notary Public, State of Florida
My Commission Expires:



This Instrument Prepared By:
Sam Bridges, Land Rights Coordinator
Public Works Division – MS#58
City of Gainesville
P.O. Box 490
Gainesville, FL 32602-0490

Tax Parcel 8162-022-000
Section 23, Township 9 South, Range 20 East

QUIT-CLAIM DEED

THIS QUIT-CLAIM DEED, executed this _____ day of _____, 2010, by the **CITY OF GAINESVILLE**, a municipal corporation of the State of Florida, with its permanent post office address at Post Office Box 490, Gainesville, Florida 32602-0490, Grantor, to **J.A. BEGUIRISTAIN HOLDINGS, INC.**, a Florida corporation, with its permanent post office address at 289 Carabela Ct., Coral Gables, Florida 33143, Grantee:

(Wherever used herein the terms "Grantor" and "Grantee" shall include singular and plural, heirs, legal representatives, and assigns of individuals, and the successors and assigns of corporations, wherever the context so admits or requires.)

WITNESSETH, That the Grantor, for and in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, cash in hand paid at or before delivery of this document, the receipt of which is hereby acknowledged, does hereby remise, release and quit-claim unto the Grantee forever, all the right, title, interest, claim and demand which the Grantor has in and to the following described lot, piece or parcel of land, situated, lying and being in the County of Alachua, State of Florida, to wit:

The reverter rights contained in the Warranty Deed recorded in Official Records Book 3266, page 261 of the Public Records of Alachua County, pertaining to Lot 22, contained in the Airport Industrial Park, Unit III, Plat Book "T", page 88, of the Public Records of Alachua County, Florida.

ALSO

The reverter rights pursuant to Article XVII, Right of Repurchase, contained in the Second Amended and Restated Declaration of Protective Covenants and Restrictions for the Airport Industrial Park: Unit I, Unit II, and Unit III located in the City of Gainesville, Alachua County, Florida, recorded February 13, 2003 in Official Records Book 2605, page 526, of the Public records of Alachua County, Florida

All remaining restrictions and covenants remain in full force.

TO HAVE AND TO HOLD the same together with all and singular the appurtenances thereunto belonging or in anywise appertaining, and all the estate, right, title, interest, lien, equity and claim whatsoever of the said Grantor, either in law or equity, to the only proper use, benefit and behoof of the said Grantee forever.

IN WITNESS WHEREOF, the said Grantor has caused these presents to be executed in its name, affixed its seal the day and year first above written.

Signed, sealed & delivered
In the Presence of:

CITY OF GAINESVILLE, FLORIDA
A Florida Municipal Corporation

Sharon D. Williams
Witness

Print Name Sharon D. Williams

Shirley R. Young
Witness

Print Name Shirley R. Young

ATTEST:

Craig Lowe
Craig Lowe, Mayor

Kurt M. Lannon
Kurt M. Lannon, Clerk of the Commission

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 23 day of June, 2010, by CRAIG LOWE and KURT M. LANNON, Mayor and Clerk of the Commission, respectively, of the City of Gainesville, Florida, a municipal corporation, who are personally known to me and duly sworn, who acknowledged that as such officers, and pursuant to authority from said corporation, they executed the foregoing instrument and affixed the corporate seal for and on behalf of said corporation, as its act and deed, and for the uses and purposes set forth and contained in said instrument.

Sharon D. Williams

Print Name: Sharon D. Williams

State of Florida

My Commission Expires:

