

Prepared by and return to:  
Matthew L. Grabinski, Esq.  
Coleman, Yovanovich & Koester, P.A.  
4001 Tamiami Trail North Suite 300  
Naples, FL 34103  
239-435-3535  
File Number: 5129.014

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## Warranty Deed

This Warranty Deed made this 17 day of October, 2013 between Naples Uptown Holdings, LLC, a Florida limited liability company whose post office address is c/o Halstatt Real Estate Partners, 2600 Golden Gate Pkwy, Naples, FL 34105, grantor, and Mt. Ridge Realty Associates, LLC, a New York limited liability company whose post office address is 784 Admiralty Way, Webster, NY 14580, grantee:

(Whenever used herein the terms "grantor" and "grantee" include all the parties to this instrument and the heirs, legal representatives, and assigns of individuals, and the successors and assigns of corporations, trusts and trustees)

Witnesseth, that said grantor, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable considerations to said grantor in hand paid by said grantee, the receipt whereof is hereby acknowledged, has granted, bargained, and sold to the said grantee, and grantee's heirs and assigns forever, the following described land, situate, lying and being in Collier County, Florida to-wit:

Unit 1, Uptown Center, a Condominium according to the Declaration of Condominium thereof recorded in Official Records Book 3553, Page 1741, of the Public Records of Collier County, Florida, and all amendments thereto, together with its undivided share in the common elements

Parcel Identification Number: 78569500028

Subject to: (a) ad valorem real property taxes for the year 2013 and subsequent years; (b) zoning, building code and other use restrictions imposed by governmental authority; (c) outstanding oil, gas and mineral interests of record, if any; and (d) restrictions, reservations, and easements common to the subdivision, if any.

Together with all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining.

To Have and to Hold, the same in fee simple forever.

And the grantor hereby covenants with said grantee that the grantor is lawfully seized of said land in fee simple; that the grantor has good right and lawful authority to sell and convey said land; that the grantor hereby fully warrants the title to said land and will defend the same against the lawful claims of all persons whomsoever.

Record & Return To  
First American Title  
5000 Tamiami Trail North  
Naples, FL 34103

In Witness Whereof, grantor has hereunto set grantor's hand and seal the day and year first above written.

Signed, sealed and delivered in our presence:

Naples Uptown Holdings, LLC,  
a Florida limited liability company

By: Halstatt Real Estate Partners Fund I, L.P.  
a Delaware limited partnership  
Its: Managing Member

By: Halstatt Real Estate Partners GP I, LLC,  
a Delaware limited liability company  
Its: General Partner

Witness Name: Brian Giger

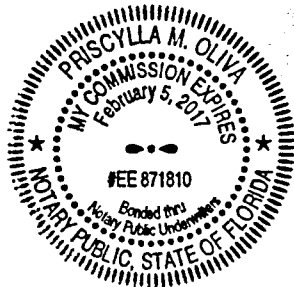
Witness Name: DAVID B. GENSON

By: Patrick George  
Patrick George, Managing Member

State of Florida  
County of Collier

The foregoing instrument was acknowledged before me this 16 day of October, 2013 by Patrick George, Managing Member of Halstatt Real Estate Partners GP I, LLC, a Delaware limited liability company, General Partner of Halstatt Real Estate Partners Fund I, L.P., a Delaware limited partnership, Managing Member of Naples Uptown Holdings, LLC, a Florida limited liability company, on behalf of said companies. He ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

[Notary Seal]



Priscylla M. Oliva  
Notary Public

Printed Name: Priscylla M. Oliva

My Commission Expires: 4/5/17

Exhibit "A"

# UNANIMOUS CONSENT OF MANAGING MEMBERS

[RE: NAPLES UPTOWN HOLDINGS, LLC SALE OF UNIT 1, UPTOWN CENTER]

The undersigned, constituting all of the Managing Members of Halstatt Real Estate Partners GP I, LLC, a Delaware limited liability company (the "Company") hereby consent to the following action pursuant to Section 3.6 of that certain Limited Liability Company Agreement for the Company dated effective as of July 28<sup>th</sup>, 2011:

1. The Company, as a General Partner of Halstatt Real Estate Partners Fund I, L.P. ("Fund I") shall cause Fund I, as the sole Managing Member of (and on behalf of) Naples Uptown Holdings, LLC, a Florida limited liability company ("Uptown") to execute a deed, bill of sale, assignment of leases, assignment of contracts, affidavit(s), certifications, closing statements, escrow agreements, and any other document deemed necessary or advisable (collectively, the "Closing Documents") by any Authorized Signatory (identified, below) for the purpose of enabling Uptown to close on the sale and conveyance of the following real property to Mt. Ridge Realty Associates LLC (or its assignee) ("Purchaser") pursuant to that certain Purchase and Sale Agreement between Uptown and Purchaser dated June 24<sup>th</sup>, 2013, as amended:


Unit 1, Uptown Center, a Commercial Condominium according to the declaration thereof recorded in Official Records Book 3553, page 1741 of the Public Records of Collier County, Florida.

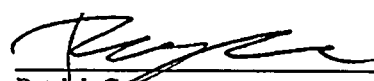
2. Katherine Sproul, Brian Goguen, Robert G. Sullivan (a/k/a Bobby Sullivan) and Patrick George (each, an "Authorized Signatory") are each authorized for and on behalf of the Company, as General Partner of Fund I, the Managing Member of Uptown, to negotiate execute and deliver any Closing Document. Only the signature of one Authorized Signatory is needed on the deed or any other Closing Document.

The foregoing is resolved as of this 11 day of October, 2013, and may be relied upon by all parties for all purposes (and without further inquiry) until October 30, 2013.

  
Katherine Sproul

  
Brian Goguen

  
Robert G. Sullivan

  
Patrick George

HALSTATT FUND GROUP GP HOLD CO,  
LLC

By:   
Katherine Sproul, Managing Member