

5 MIN. RETURN

PHONE # 359.0228

~~SHOPPING CENTER GROUND LEASE~~

~~(Free Standing)~~

Book 9038 Pg 438

AFTER RECORDING, RETURN TO:

PepsiCo Real Estate
17901 Von Karman Avenue
Irvine CA 92714
Attention: Law Department-Real Estate
Site No. 05-2768

Bk: 9038
Pg: 438 - 444
Doc# 98196433
Filed & Recorded
08/12/98
11:43:48 A.M.
HENRY W. COOK
CLERK CIRCUIT COURT
DUVAL COUNTY, FL
REC. \$ 33.00

(Above for Recorder's Use Only)

DECLARATION OF RESTRICTIVE COVENANT

WHEREAS, under the Lease dated (the "Lease"), San Pablo Beach Development, LTD. (Landlord") agreed to lease to Taco Bell Corp., a California corporation ("Tenant"), real property described on Exhibit "A" (the "Premises"); and

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WHEREAS, the Lease states that Landlord shall restrict the real property comprising the Medical and Merchants Center Shopping Center ("Shopping Center"), all of which is described on Exhibit "B";

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Landlord covenants and agrees as follows:

1. No part of the Shopping Center (other than the Premises) will be used for the operation of any facility deriving ten percent(10%) or more of its gross sales of prepared food from the sale of prepared Mexican food. The foregoing shall not apply to family-style, full service restaurants which do not offer fast food over the counter, except for incidental sales, or by means of a drive-through service.
2. The access points of the Shopping Center from Beach Blvd. and San Pablo Road shall not be blocked or used in any manner which interferes with access to the Premises, except as reasonably required by Landlord for the performance of maintenance and/or repairs.
3. These restrictions are for the benefit of Tenant and run with the Premises and the Shopping Center, and are for the benefit of and binding upon all successive owners and occupants of the Premises and the Shopping Center.

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4. This instrument shall be recorded in each county or parish in which the Premises and the Shopping Center are located and shall expire automatically upon the expiration of the Lease. Exhibit A is incorporated herein by this reference.

5. Failure to comply with any of the foregoing restrictions be grounds for relief which may include, without limitation, an action to recover damages, injunctive relief or any combination thereof.

In witness whereof the undersigned has executed this Declaration of Restrictive ^C Vowenant as of the date set forth above.

SAN PABLO BEACH DEVELOPMENT, LTD., a Florida limited partnership
By: SPB Commercial, Inc., its General Partner a Florida corporation

By: W.A. McClain
Name: W. A. McClain, III, its President

Date: Sept. 30, 1996

Joan A. D'ornellas
Witness:
Joan A. D'ornellas
Print Name:

Carlos A Senio
Witness:
CARLOS A SENIO
Print Name:

STATE OF GEORGIA

COUNTY OF FULTON

The foregoing instrument was acknowledged before me this 30th day of Sept, 1996, by William A. McClain, III, as president of SPB Commercial, Inc., a Florida corporation as general partner of San Pablo/Beach Development, Ltd., a Florida limited partnership. He is personally known to me (or produced _____ as identifications).

Marcia Hockenbery
Notary Public
Marcia Hockenbery
Print Name:
My commission expires: _____

Notary Public, Fulton County, Georgia
My Commission Expires: May 23, 1998

OUTPARCEL "C":

A part of Section 31, Township 2 South, Range 29 East, City of Jacksonville, Duval County, Florida being more particularly described as follows: For a point of beginning commence at the intersection of the south right-of way line of Beach Boulevard (U.S. Highway 90, State Road No. 212) a 200 foot right-of-way as now established with the west right of way line of Eunice Road (County Road No. 2606) a 60 foot right of way as now established; thence S 01° 16' 30" E along the west right of way line of said Eunice Road, a distance of 200.00 feet; thence S 89° 02' 00" West a distance of 95.00 feet to a point on a curve concave southwesterly having a radius of 55.00 feet; thence northwesterly along the arc of said curve, a chord bearing of N 46° 07' 42" W, an arc distance of 48.23 feet and a chord distance of 46.70 feet to a point of reverse curvature; thence northwesterly along the arc of a curve concave northeasterly having a radius of 50.00 feet, a chord bearing of N 36° 06' 30" W, an arc distance of 61.33 feet and a chord distance of 57.56 feet to the point of tangency of said curve; thence N 00° 58' 00" W a distance of 120.00 feet to an intersection with the south right of way line of aforesaid Beach Boulevard; thence N 89° 02' 00" E a distance of 160.17 feet to the point of beginning. Containing 0.69 acres more or less.

PARCEL A:

A part of Government Lots 6 and 7, Section 31, Township 2 South, Range 29 East, Duval County, Florida, more particularly described as follows: For a point of beginning commence at the intersection of the South right of way line of Beach Boulevard (U.S. Highway 90, State Road No. 212) as established* as a 200 foot right of way, with the West right of way line of Eunice Road (County Road No. 2606) as established* as a 60 foot right of way; thence South 89° 02' 00" West, along said South right of way line of Beach Boulevard; a distance of 200.17 feet to the Northeast corner of the lands described in Official Records Volume 2464, Page 46 of the current public records of said County; thence South 00° 58' 00" East, along the East line of said lands, a distance of 150.00 feet; thence South 89° 02' 00" West, along the South line of said lands, a distance of 80.00 feet; thence North 00° 58' 00" West, along the West line of said lands, a distance of 150.00 feet to the Northwest corner of said lands; thence South 89° 02' 00" west along the South right of way line of the aforesaid Beach Boulevard a distance of 665.29 feet; thence South 01° 18' 00" East, a distance of 200.00 feet; thence South 89° 02' 00" West, a distance of 150.00 feet to an intersection with the East right of way line of San Pablo Road South (County Road No. 291), an 80 foot right of way as now established; thence South 01° 18' 00" East, along the East right of way line of said San Pablo Road South, a distance of 800.00 feet; thence North 89° 02' 00" East, a distance of 1095.02 feet to an intersection with the West right of way line of the aforesaid Eunice Road; thence North 01° 16' 30" West, along the West right of way line of said Eunice Road, a distance of 1000.00 feet to the point of beginning.

LESS AND EXCEPT THE FOLLOWING DESCRIBED PROPERTIES:

1) EL AQUA PROPERTY:

Part of Government Lot 7, Section 31, Township 2 South, Range 29 East, Duval County, Florida, being more particularly described as follows:

Commence at the intersection of the Southerly right of way line of Beach Boulevard (State Road No. 212) as established* with the Easterly right of way line of San Pablo Road South (County Road No. 291) as established* thence North 89° 02' East along the South line of Beach Boulevard 150 feet; thence South 01° 18' 00" East 150 feet to the point of beginning; thence continue South 01° 18' 00" East 30 feet; thence North 89° 02' East 30 feet; thence North 01° 18' 00" West 30 feet; thence South 89° 02' West 30 feet to the point of beginning.

* as of January 11, 1989

2) OUTPARCEL "A":

A part of Section 31, Township 2 South, Range 29 East, City of Jacksonville, Duval County, Florida being more particularly described as follows: For a point of reference commence at the intersection of the South Right-of-Way line of Beach Boulevard (U.S. Highway 90, State Road No. 212) a 200 foot right-of-way as now established with the West right-of-way line of Eunice Road (County Road No. 2606) a 60 foot right-of-way as now established; thence S.89° 02' 00" W, along the south right-of-way line of said Beach Boulevard, a distance of 280.17 feet to the point of beginning; thence S. 00° 58' 00" E, a distance of 170.00 feet; thence S 89° 02' 00" W, a parallel with the South right-of-way line of said Beach Boulevard, a distance of 293.00 feet; thence N 00° 58' 00" W a distance of 170.00 feet to a point of intersection with the aforesaid south right-of-way line of Beach Boulevard; thence N 89° 02' 00" E a distance of 293.00 feet to the point of beginning. Containing 1.14 acres more or less.

3) OUTPARCEL "B":

A part of Section 31, Township 2 South, Range 29 East, City of Jacksonville, Duval County, Florida being more particularly described as follows: For a point of reference commence at the intersection of the South right-of-way line of Beach Boulevard (U.S. Highway 90, State Road No. 212) a 200 foot right-of-way as now established with the east right-of-way line of San Pablo Road South (County Road No. 291) a 80 foot right-of-way as now established; thence S. 01° 18' 00" E, a distance of 200.00 feet to the point of beginning; thence N. 89° 02' 00" E, a distance of 190.00 feet; thence S 01° 18' 00" E, a distance of 200.00 feet; thence S 89° 02' 00" W a distance of 190.00 feet to an intersection with the East right-of-way line of aforesaid San Pablo Road South; thence N 01° 18' 00 W along the east right-of-way line of said San Pablo Road South, a distance of 200.00 feet to the point of beginning. Containing 0.87 acres more or less.

4) OUTPARCEL "C":

A part of Section 31, Township 2 South, Range 29 East, City of Jacksonville, Duval County, Florida being more particularly described as follows: For a point of beginning commence at the intersection of the south right-of way line of Beach Boulevard (U.S. Highway 90, State Road No. 212) a 200 foot right-of-way as now established with the west right of way line of Eunice Road (County Road No. 2606) a 60 foot right of way as now established; thence S 01° 16' 30" E along the west right of way line of said Eunice Road, a distance of 200.00 feet; thence S 89° 02' 00" West a distance of 95.00 feet to a point on a curve concave southwesterly having a radius of 55.00 feet; thence

northwesterly along the arc of said curve, a chord bearing of N 46° 07' 42" W, an arc distance of 48.23 feet and a chord distance of 46.70 feet to a point of reverse curvature; thence northwesterly along the arc of a curve concave northeasterly having a radius of 50.00 feet, a chord bearing of N 36° 06' 30" W, an arc distance of 61.33 feet and a chord distance of 57.56 feet to the point of tangency of said curve; thence N 00° 58' 00" W a distance of 120.00 feet to an intersection with the south right of way line of aforesaid Beach Boulevard; thence N 89° 02' 00" E a distance of 160.17 feet to the point of beginning. Containing 0.69 acres more or less.

5) OUTPARCEL "D":

A part of Section 31, Township 2 South, Range 29 East, City of Jacksonville, Duval County, Florida being more particularly described as follows: For a point of reference commence at the south right of way line of Beach Boulevard (U.S. Highway No. 90, State Road No. 212) a 200 foot right of way as now established with the East right of way line of San Pablo Road South (County Road No. 291) an 80 foot right of way as now established; thence N 89° 02' 00" E, along the south right of way line of aforesaid Beach Boulevard, a distance of 150.00 feet to the point of beginning; thence continue N 89° 02' 00" E, along said south right of way line, a distance of 190.00 feet; thence S 01° 18' 00" E a distance of 200.00 feet; thence S 89° 02' 00" W, parallel with the south right-of-way line of aforesaid Beach Boulevard, a distance of 190.00 feet; thence N. 01° 18' 00 W a distance of 200.00 feet to the point of beginning. Containing 0.87 acres more or less.

TOGETHER WITH AN EASEMENT INTEREST IN AND SUBJECT TO THE TERMS AND CONDITIONS AS CREATED IN THAT CERTAIN MITIGATION EASEMENT AGREEMENT RECORDED IN OFFICIAL RECORDS VOLUME 6639, PAGE 1864 OVER THOSE LANDS DESCRIBED AS THE FOLLOWING PARCEL B:

PARCEL B:

A part of Government Lot 7, Section 31, Township 2 South, Range 29 East, Duval County, Florida, more particularly described as follows: for a point of reference commence at the intersection of the South right of way line of Beach Boulevard (U.S. Highway 90, State Road No. 212) as now established as a 200 foot right of way, with the West right of way line of Eunice Road (Country Road. No. 2606) as now established as a 60 foot right of way; thence south 01° 16' 30" East, along the West right of way line of said Eunice Road, a distance of 1000.00 feet to the point of beginning; thence South 89° 02' 00" West, a distance of 354.67 feet; thence S 29° 49' 13" East, a distance of 39.42 feet; thence South 26° 31' 05" East, a distance of 32.97 feet; thence South 12° 12' 18" West, a distance of 30.32 feet; thence South 03° 09' 20" West, a distance of 33.67 feet; thence South 39° 25' 56" West, a distance of 24.42 feet; thence South 41° 01' 57"

West, a distance of 28.13 feet; thence South 25° 51' 35" West, a distance of 23.56 feet; thence South 40° 15' 36" West, a distance of 29.92 feet; thence South 23° 24' 57" West, a distance of 27.55 feet; thence South 09° 46' 42" West, a distance of 37.34 feet; thence South 35° 44' 47" West, a distance of 22.54 feet; thence South 10° 36' 24" West, a distance of 27.53 feet; thence North 88° 42' 00" East, along the North line of the lands described in Official Records Volume 5964, page 177, of the current public records of aforesaid Duval County, a distance of 434.79 feet to the West right of way line of said Eunice Road; thence North 01° 16' 30" West, along said West right of way line a distance of 314.69 feet to the point of beginning.

PARCEL C:

Those certain Easements contained in the Declaration of Restrictions and Grant of Easements between Hooker Atlanta (7) Corporation, a Georgia Corporation and H.P. Demery, dated January 9, 1989 and recorded January 11, 1989 in Official Records Volume 6639, page 1870, of the current public records of Duval County, Florida.