

RESOLUTION NO. 98-10-43

A RESOLUTION OF THE VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA, APPROVING THE CONTRACT FOR PURCHASE AND SALE OF REAL PROPERTY BETWEEN NATIONAL RESORTS, INC. AND ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA; AUTHORIZING THE VILLAGE MANAGER AND VILLAGE ATTORNEY TO TAKE ALL STEPS NECESSARY AND EXPEND ALL APPROPRIATE FUNDS TO COMPLETE ALL INVESTIGATIONS CONTEMPLATED UNDER THE AGREEMENT; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Islamorada, Village of Islands, Florida (the "Village") wishes to purchase a parcel of real property from National Resorts, Inc.; and

WHEREAS, the Village has negotiated a Contract for Purchase and Sale of Real Property by and between the Village and National Resorts, Inc.

NOW, THEREFORE, BE IT RESOLVED BY THE VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA, AS FOLLOWS:

Section 1. The Contract for Sale and Purchase by and between Islamorada and National Resorts, Inc. (the "Contract"), attached hereto as Exhibit "A" and incorporated herein by this reference, is approved. The Mayor is authorized on behalf of the Village to execute and otherwise enter into the Contract.

Section 2. The Village Manager and the Village Attorney are authorized to take all steps necessary and expend all appropriate funds to complete all investigations contemplated under the Contract. The Mayor is authorized to execute all necessary documents.

Section 3. This Resolution shall become effective immediately upon its adoption.

PASSED AND ADOPTED this 8 day of Oct., 1998.



RON LEVY, Mayor

ATTEST:



VILLAGE CLERK

APPROVED AS TO LEGAL SUFFICIENCY:



VILLAGE ATTORNEY

**THIS INSTRUMENT PREPARED BY
AND SHOULD BE RETURNED TO:**

Steven W. Zelkowitz, Esq.
WEISS SEROTA HELFMAN
PASTORIZA & GUEDES, P.A.
2665 S. Bayshore Drive, Suite 420
Miami, FL 33133
(305) 854-0800

Property Appraiser's Identification
Alternate Key No. 1107913

**MONROE COUNTY
OFFICIAL RECORDS**

**FILE #1110095
BK#1562 PG#749**

**RCD Feb 24 1999 04:05PM
DANNY L. KOLHAGE, CLERK**

**DEED DOC STAMPS 63000.00
02/24/1999  DEP CLK**

For Recording Purposes Only

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, made and executed as of the 22nd day of February, 1999, by NATIONAL RESORTS, INC., a Florida corporation, whose mailing address is 9130 South Dadeland Boulevard, Datan 2, Suite 1113, Miami, Florida 33156 (hereinafter referred to as the "Grantor") to ISLAMORADA, VILLAGE OF ISLANDS, a Florida municipal corporation, whose mailing address is 81011 Overseas Highway, Islamorada, Florida 33036 (hereinafter referred to as the "Grantee"):

(Wherever 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, partnerships [including joint ventures], public bodies and quasi-public bodies.)

W I T N E S S E T H:

THAT the Grantor, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, by these presents does grant, bargain, sell, alien, remise, release, convey and confirm unto the Grantee all that certain land situate in Monroe County, Florida and more particularly described as follows:

See Exhibit "A" attached hereto and by this reference made a part hereof (hereinafter referred to as the "Property").

TOGETHER with all of the Grantor's interest in and to all licenses, approvals, tenements, hereditaments and appurtenances belonging or in anywise appertaining to the Property, including without limitation on the foregoing, all right, title and interest of Grantor in and to any land lying in the bed of any dedicated street, alley, road or avenue (before or after


vacation thereof, and whether previously abandoned or vacated or hereafter abandoned or vacated) in front of or adjoining the Property to the centerline thereof.

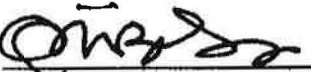
TO HAVE AND TO HOLD, the same in fee simple forever.

AND the Grantor does hereby covenant with the Grantee that the Grantor is lawfully seized of the Property in fee simple; that the Grantor has good right and lawful authority to sell and convey the Property; the Grantor does hereby fully warrant the title to the Property and will defend the same against the lawful claims of all persons claiming by, through or under the Grantor; and that the Property is free and clear of all liens and encumbrances except for (1) zoning, restrictions, prohibitions and other requirements imposed by governmental authority; (2) easements, restrictions, covenants and reservations of record; and (3) taxes and assessments accruing subsequent to the date hereof; provided, however, that none of the foregoing references shall act to reimpose same.

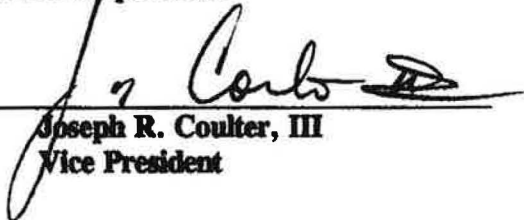
IN WITNESS WHEREOF, the Grantor has caused these presents to be executed in its name, and its corporate seal to be hereunto affixed, by its proper officers or representatives thereunto duly authorized, as of the day and year first above written.

Signed, sealed and delivered
in the presence of:


Name: Deborah Berg


Name: PATRICIA M. BALOYRA

NATIONAL RESORTS, INC.,
a Florida corporation

By: 
Joseph R. Coulter, III
Vice President

(CORPORATE SEAL)


[THE NOTARY ACKNOWLEDGEMENT IS ON THE NEXT PAGE]

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Joseph R. Coulter, III, as Vice President of NATIONAL RESORTS, INC., a Florida corporation, and that he severally acknowledged executing the same on behalf of said corporation and in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, who (check one) [] is personally known to me or has produced the following as identification: FLORIDA DRIVER'S LICENSE.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of February, 1999.





Notary Public
Print Name: STEVEN W. ZELKOWITZ
Commission No. CC651197

EXHIBIT "A"

PARCEL A

All of Tract One (1) of AMENDED PLAT OF OLLIEWOOD NO. 2, Plat Book 4, Page 27, Monroe County, Florida.

ALSO

PARCEL B

Beginning at a point on the East line of the Southeast one-quarter of Fractional Section 13, Township 63 South, Range 37 East (said Section line being determined by George McDonald, surveyor) where said section line intersects the Northerly line of the right of way of the Florida East Coast Railroad; thence South 68°19' West along said right of way line of the Florida East Coast Railroad for a distance of 32.28 feet to the Point of Beginning of the tract herein described; thence North parallel with the East line of the said Southeast one-quarter of the aforesaid Section 13 as aforesaid for a distance of 927.00 feet to the high water line of Florida Bay; thence South 69°40' West meandering the high water line of Florida Bay for a distance of 229.00 feet to a point; thence North 68°50' West meandering the high water line of the Florida Bay for a distance of 248.78 feet to a point; thence due South parallel with the East line of the Southeast one-quarter of the aforesaid Section 13 for a distance of 1114.58 feet to a point on the Northerly right of way line of the Florida East Coast Railroad; thence North 68°19' East along the Northerly line of the right of way of the Florida East Coast Railway for a distance of 480.75 feet to the Point of Beginning.

LESS the following described tract:

From a point on the East line of the SE 1/4 of Section 13, Township 63 South, Range 37 East; Plantation Key, at the intersection with the Northerly r/w line of State Road No. 5 (formerly F.E.C. Railway) run Southwesterly along said r/w line, a distance of 33 feet more or less to the Southwest corner of Amended Plat of Olliewood No. 2, Plat Book 4, Page 27, of the Public Records of Monroe County, Florida; thence continue Southwesterly along the said r/w line a distance of 480.75 feet; thence North and parallel with the said East line of Section 13, a distance of 719.8 feet to the point of beginning of the parcel thereafter described; thence East at right angles to last described course, a distance of 252 feet; thence North and parallel to the said East line of Section 13 a distance of 296.1 feet more or less to the mean high tide line on the shore of the Bay of Florida; thence Northwesterly meandering said mean high

tide line a distance of 271 feet more or less to a point directly North of the point of beginning; thence South and parallel to the said East line of Section 13, a distance of 395.8 feet more or less to Point of Beginning.

ALSO

PARCEL C

Lots nine and ten J. B. FINDER ESTATE according to the Plat thereof, recorded in Plat Book 1, at Page 81, of the Public Records of Monroe County, Florida.

PARCEL A-1

A tract of submerged land lying in Section 18, Township 63 South, Range 35 East on Plantation Key, Monroe County, Florida, which tract is more particularly described as follows:

From the intersection of the dividing line between Lots 10 and 11 with the Northerly side of the Right of Way of State Road No. 5, (U.S. No. 1), as shown on the MacDonald Plat according to the map or plat thereof recorded in Plat Book 1, at Page 81, of the Public Records of Monroe County, Florida, run North 29°40'20" West for 514.24 feet; thence run North 12°37'09" West along the said dividing line for 857.4 feet to the mean high tide line on the shore of Florida Bay and the Point of Beginning of the tract hereinafter described: From the said Point of Beginning run North 21°37'09" West for 420 feet; thence run North 83°56'09" West for 258.9 feet; thence run South 24°52'51" West for 270 feet; thence run South 31°29'14" East for 291.36 feet more or less to the said mean high tide line at the dividing line between Olliewood No. 2 Amended, according to the map or plat thereof recorded in Plat Book 4, at Page 27, of the said Public Records and Lot 9 of the said MacDonald Plat; thence Easterly meandering the said mean high tide line for 393 feet more or less to the Point of Beginning.

PARCEL B-1

A tract of submerged land lying in Section 18, Township 63 South, Range 36 East and in Section 13, Township 63 South, Range 37 East on Plantation Key, Monroe County, Florida, which tract is more particularly described as follows:

From the intersection of the dividing line between Olliewood No. 2 Amended according to a map or plat thereof, recorded in Plat Book 4, at Page 27 of the Public Records of Monroe County,

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BK#1562 PG#754

Florida, and Lot 9 of the MacDonald Plat according to a map or plat thereof recorded in Plat Book 1, at Page 81 of the said Public Records with the Northerly side of the Right of Way of State Road No. 5 (U.S. No. 1), run North $1^{\circ}30'04''$ West for 789.2 feet; thence run North $88^{\circ}29'56''$ East along the said dividing line for 103.7 feet; thence run North $1^{\circ}30'40''$ West along the said dividing line for 980.9 feet more or less to the mean high tide line on the shore of Florida Bay and the Point of Beginning of the tract hereinafter described: From the said Point of Beginning run North $31^{\circ}29'14''$ West for 291.36 feet; thence run South $24^{\circ}52'51''$ West for 450.00 feet thence run South $2^{\circ}07'09''$ East for 450.00 feet; thence run South $42^{\circ}52'51''$ West for 240.22 feet; thence run South $87^{\circ}52'51''$ West for 20.23 feet to an intersection with a Northerly prolongation of the Easterly boundary of the Schmitt property; thence run South $1^{\circ}45'04''$ East along the said Northerly prolongation for 249.73 feet to the said mean high tide line; thence Easterly, Northerly and Northeasterly meandering said mean high tide line for 1330 feet more or less to the Point of Beginning.

**UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS AND SHAREHOLDERS OF
NATIONAL RESORTS, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned, representing all of the Directors and all of the Shareholders of National Resorts, Inc., a Florida corporation, (the "Corporation"), pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, do hereby consent to the following actions being taken without a meeting:

WHEREAS, the Board of Directors, upon careful and diligent investigation, has determined that it is in the best interests of the Corporation and its shareholders to sell the property described on "Exhibit A" attached hereto and made a part hereof (the "Property") to Islamorada, Village of Islands, a Florida municipal corporation ("Buyer"), on substantially the terms and conditions set forth in the Contract for Purchase and Sale of Real Property by and between the Corporation and Buyer, dated as of October 9, 1998 (the "Purchase Agreement");

NOW, THEREFORE, BE IT:

RESOLVED, that the Board of Directors and Shareholders hereby confirm, approve and ratify the execution and delivery of the Purchase Agreement by Joseph R. Coulter III; and

RESOLVED, that the Corporation sell the Property to Buyer upon such terms as Joseph R. Coulter III acting alone may deem advisable and that Joseph R. Coulter III acting alone is hereby authorized and empowered on behalf of the Corporation and in its name to make, execute and deliver any and all documents and instruments necessary or desired to effect the sale of the Property, including, without limiting the generality of the foregoing, deeds, bills of sale, affidavits, closing statements and all other closing documents contemplated under the Purchase Agreement, all in such form as may be requested by the Buyer, and to execute any and all documents and instruments necessary or desired by the Buyer to effect the sale of the Property to Buyer and generally to execute any document or instrument or do any other act required, necessary or deemed advisable in connection with such sale and otherwise in order to carry out the full intent and purpose of these resolutions; and

FURTHER, RESOLVED, that the Buyer or its attorneys be, and hereby are, authorized and directed, without limitation or inquiry, irrespective of the circumstances, to honor and carry out all orders, directions or instructions of Joseph R. Coulter III as to the disposition of all amounts received on behalf of the Corporation hereunder; and


FURTHER, RESOLVED, that the Secretary is authorized to certify to the Buyer the persons now holding offices of the Corporation and any changes hereafter in the persons holding said offices together with specimens of the signatures of such present and future officers; and

FURTHER RESOLVED, that the Secretary be, and acting alone, is hereby authorized to certify and deliver a true copy of the foregoing resolutions as may be determined as necessary.

This Unanimous Consent may be separately executed in two or more counterparts by the Directors and Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned, representing all of the Directors and Shareholders of the Corporation, have executed this Unanimous Written Consent effective as of the 22 day of February, 1999.

DIRECTORS:



Joseph R. Coulter III




Sue Van

SHAREHOLDERS:



Elizabeth Ann Morgenthau

Mary Susan Donovan



Laura Coulter-Jones

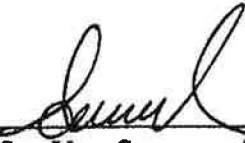


Joseph R. Coulter III

(Signatures continued on next page)

FILE #1110095
BK#1562 PG#757

THE WALLACE H. COULTER TRUST UAD
8/2/93

By: 

Sue Van, Successor Trustee

FURTHER, RESOLVED, that the Secretary is authorized to certify to the Buyer the persons now holding offices of the Corporation and any changes hereafter in the persons holding said offices together with specimens of the signatures of such present and future officers; and

FURTHER RESOLVED, that the Secretary be, and acting alone, is hereby authorized to certify and deliver a true copy of the foregoing resolutions as may be determined as necessary.

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IN WITNESS WHEREOF, the undersigned, representing all of the Directors and Shareholders of the Corporation, have executed this Unanimous Written Consent effective as of the 22 day of February, 1999.

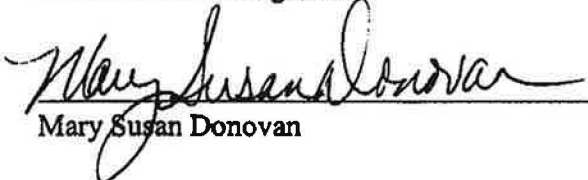
DIRECTORS:

Joseph R. Coulter III

Sue Van

SHAREHOLDERS:

Elizabeth Ann Morgenthau



Mary Susan Donovan

Laura Coulter-Jones

Joseph R. Coulter III

(Signatures continued on next page)

EXHIBIT "A"

PARCEL A

All of Tract One (1) of AMENDED PLAT OF OLLIEWOOD NO. 2, Plat Book 4, Page 27, Monroe County, Florida.

ALSO

PARCEL B

Beginning at a point on the East line of the Southeast one-quarter of Fractional Section 13, Township 63 South, Range 37 East (said Section line being determined by George McDonald, surveyor) where said section line intersects the Northerly line of the right of way of the Florida East Coast Railroad; thence South 68°19' West along said right of way line of the Florida East Coast Railroad for a distance of 32.28 feet to the Point of Beginning of the tract herein described; thence North parallel with the East line of the said Southeast one-quarter of the aforesaid Section 13 as aforesaid for a distance of 927.00 feet to the high water line of Florida Bay; thence South 69°40' West meandering the high water line of Florida Bay for a distance of 229.00 feet to a point; thence North 68°50' West meandering the high water line of the Florida Bay for a distance of 248.78 feet to a point; thence due South parallel with the East line of the Southeast one-quarter of the aforesaid Section 13 for a distance of 1114.58 feet to a point on the Northerly right of way line of the Florida East Coast Railroad; thence North 68°19' East along the Northerly line of the right of way of the Florida East Coast Railway for a distance of 480.75 feet to the Point of Beginning.

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tide line a distance of 271 feet more or less to a point directly North of the point of beginning; thence South and parallel to the said East line of Section 13, a distance of 395.8 feet more or less to Point of Beginning.

ALSO

PARCEL C

Lots nine and ten J. B. PINDER ESTATE according to the Plat thereof, recorded in Plat Book 1, at Page 81, of the Public Records of Monroe County, Florida.

PARCEL A-1

A tract of submerged land lying in Section 18, Township 63 South, Range 35 East on Plantation Key, Monroe County, Florida, which tract is more particularly described as follows:

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PARCEL B-1

A tract of submerged land lying in Section 18, Township 63 South, Range 36 East and in Section 13, Township 63 South, Range 37 East on Plantation Key, Monroe County, Florida, which tract is more particularly described as follows:

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BK#1562 PG#761

Florida, and Lot 9 of the MacDonald Plat according to a map or plat thereof recorded in Plat Book 1, at Page 81 of the said Public Records with the Northerly side of the Right of Way of State Road No. 5 (U.S. No. 1), run North 1°30'04" West for 789.2 feet; thence run North 88°29'56" East along the said dividing line for 103.7 feet; thence run North 1°30'40" West along the said dividing line for 980.9 feet more or less to the mean high tide line on the shore of Florida Bay and the Point of Beginning of the tract hereinafter described: From the said Point of Beginning run North 31°29'14" West for 291.36 feet; thence run South 24°52'51" West for 450.00 feet thence run South 2°07'09" East for 450.00 feet; thence run South 42°52'51" West for 240.22 feet; thence run South 87°52'51" West for 20.23 feet to an intersection with a Northerly prolongation of the Easterly boundary of the Schmitt property; thence run South 1°45'04" East along the said Northerly prolongation for 249.73 feet to the said mean high tide line; thence Easterly, Northerly and Northeasterly meandering said mean high tide line for 1330 feet more or less to the Point of Beginning.

MONROE COUNTY
OFFICIAL RECORDS

This instrument prepared by and after recording return to:

Steven W. Zilkowitz, Esq.
Weiss Serota Helfman
Pastoriza & Guedes, P.A.
2665 South Bayside Drive
Suite 420
Miami, Florida 33133
Telephone: (305) 854-0800

MONROE COUNTY
OFFICIAL RECORDS

FILE #1110094
BK#1562 PG#743

RCD Feb 24 1999 04:04PM
DANNY L. KOLHAGE, CLERK

AFFIDAVIT

STATE OF FLORIDA)
)
) SS:
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared JOSEPH R. COULTER, III (the "Affiant"), who being first duly sworn upon oath, deposes and says:

1. That the Affiant is the Vice President of National Resorts, Inc., a Florida corporation (the "Corporation").

2. That the Corporation is the owner of fee simple title to the real property described in EXHIBIT "A" attached hereto and made a part hereof located in Monroe County, Florida (the "Property").

3. That the address of the Corporation is 9130 South Dadeland Boulevard, Dairan 2, Suite 1113, Miami, Florida 33156.

4. That in his capacity as Vice President, the Affiant is familiar with the names and addresses of every person having a beneficial interest in the Corporation and the Property.

5. That the names and addresses of all persons having a beneficial interest in the Corporation and the Property are set forth in EXHIBIT "B" attached hereto and made a part hereof.

6. That the Affiant is fully authorized to make and sign this Affidavit and that this Affidavit is based upon personal knowledge.

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BK#1562 PG#744

7. This Affidavit is given in compliance with the requirements of Section 286.23, Florida Statutes, and made under oath, subject to the penalties prescribed for perjury.

FURTHER AFFIANT SAYETH NAUGHT.

Dated: February 16, 1999



JOSEPH R. COULTER, III

Sworn to subscribed before me this 16 day of February, 1999, by JOSEPH R. COULTER, III, who is [] (check one) personally known to me or [X] has produced FLORIDA LICENSE as identification.

(NOTARIAL SEAL)



Notary Public
Printed Name: MICHAEL J. GALLO
My Commission Expires: 11/1/02



Michael J. Gallo
Commission # CC 787301
Expires NOV. 1, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

EXHIBIT "A"

PARCEL A

All of Tract One (1) of AMENDED PLAT OF OLLIEWOOD NO. 2, Plat Book 4, Page 27, Monroe County, Florida.

ALSO

PARCEL B

Beginning at a point on the East line of the Southeast one-quarter of Fractional Section 13, Township 63 South, Range 37 East (said Section line being determined by George McDonald, surveyor) where said section line intersects the Northerly line of the right of way of the Florida East Coast Railroad; thence South 68°19' West along said right of way line of the Florida East Coast Railroad for a distance of 32.28 feet to the Point of Beginning of the tract herein described; thence North parallel with the East line of the said Southeast one-quarter of the aforesaid Section 13 as aforesaid for a distance of 927.00 feet to the high water line of Florida Bay; thence South 69°40' West meandering the high water line of Florida Bay for a distance of 229.00 feet to a point; thence North 68°50' West meandering the high water line of the Florida Bay for a distance of 248.78 feet to a point; thence due South parallel with the East line of the Southeast one-quarter of the aforesaid Section 13 for a distance of 1114.58 feet to a point on the Northerly right of way line of the Florida East Coast Railroad; thence North 68°19' East along the Northerly line of the right of way of the Florida East Coast Railway for a distance of 480.75 feet to the Point of Beginning.

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tide line a distance of 271 feet more or less to a point directly North of the point of beginning; thence South and parallel to the said East line of Section 13, a distance of 395.8 feet more or less to Point of Beginning.

ALSO

PARCEL C

Lots nine and ten J. B. PINDER ESTATE according to the Plat thereof, recorded in Plat Book 1, at Page 81, of the Public Records of Monroe County, Florida.

PARCEL A-1

A tract of submerged land lying in Section 18, Township 63 South, Range 35 East on Plantation Key, Monroe County, Florida, which tract is more particularly described as follows:

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A tract of submerged land lying in Section 18, Township 63 South, Range 36 East and in Section 13, Township 63 South, Range 37 East on Plantation Key, Monroe County, Florida, which tract is more particularly described as follows:

From the intersection of the dividing line between Olliewood No. 2 Amended according to a map or plat thereof, recorded in Plat Book 4, at Page 27 of the Public Records of Monroe County,

Florida, and Lot 9 of the MacDonald Plat according to a map or plat thereof recorded in Plat Book 1, at Page 81 of the said Public Records with the Northerly side of the Right of Way of State Road No. 5 (U.S. No. 1), run North 1°30'04" West for 789.2 feet; thence run North 88°29'56" East along the said dividing line for 103.7 feet; thence run North 1°30'40" West along the said dividing line for 980.9 feet more or less to the mean high tide line on the shore of Florida Bay and the Point of Beginning of the tract hereinafter described: From the said Point of Beginning run North 31°29'14" West for 291.36 feet; thence run South 24°52'51" West for 450.00 feet; thence run South 2°07'09" East for 450.00 feet; thence run South 42°52'51" West for 240.22 feet; thence run South 87°52'51" West for 20.23 feet to an intersection with a Northerly prolongation of the Easterly boundary of the Schmitt property; thence run South 1°45'04" East along the said Northerly prolongation for 249.73 feet to the said mean high tide line; thence Easterly, Northerly and Northeasterly meandering said mean high tide line for 1330 feet more or less to the Point of Beginning.

EXHIBIT "B"

BENEFICIAL OWNERS

SHAREHOLDERS:

Elizabeth Ann Morgenthau

Mary Susan Donovan

Laura Coulter-Jones

Joseph R. Coulter, III

**MONROE COUNTY
OFFICIAL RECORDS**