

STATE OF ALABAMA
COUNTY OF SHELBY

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MEMORANDUM OF GROUND LEASE

THIS MEMORANDUM OF GROUND LEASE (hereinafter, as amended from time to time in accordance with the provisions hereof, "this Memorandum") is entered into as of February 1, 1996 between **THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF BIRMINGHAM**, an Alabama not-for-profit corporation ("YMCA"), and **SHELBY COUNTY HEALTH CARE AUTHORITY d/b/a/ SHELBY MEDICAL CENTER**, a health care authority organized and existing pursuant to the Alabama Health Care Authority Act of 1982 (Code of Alabama, 1975, §§ 22-21-310, et seq.) ("SMC").

Recitals

YMCA and SMC have entered into a Ground Lease, Ownership, Operating and Tenancy in Common Agreement of even date herewith (the "Lease"), pursuant to which YMCA, (as lessor hereinafter called "Lessor") will lease, demise and let to SMC and YMCA (hereinafter as lessee collectively called "Lessee") the hereinafter-described leased premises. Lessor and Lessee are recording this Memorandum in lieu of recording the Lease under the authority of *ALA. CODE* §35-4-51.1 (1975), as amended.

Agreement

NOW, THEREFORE, in consideration of the foregoing recitals and to induce Lessor and Lessee to enter into the Lease, and for other good and valuable consideration in hand paid to Lessor and Lessee, receipt of which is hereby acknowledged, Lessor and Lessee hereby agree as follows:

1. **Names of Lessor and Lessee:** The name of the lessor of the Lease is The Young Men's Christian Association of Birmingham. The name of the lessee of the Lease is Shelby County Health Care Authority d/b/a Shelby Medical Center and The Young Men's Christian Association of Birmingham.

2. **Term of the Lease:** The Lease is for an term of ninety-nine (99) years, commencing on March 6, 1996 and ending on March 5, 2095.

3. **Description of Leased Premises:** The premises leased from Lessor by Lessee under the Lease is that certain real property more particularly described on Exhibit A attached hereto and made a part hereof together with any and all tenements, hereditaments and appurtenances belonging or in any way pertaining thereto (the "Leased Premises").

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SHELBY COUNTY JUDGE OF PROBATE
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4. **Memorandum of Lease:** This Memorandum of Lease is executed for the purpose of giving notice of the existence of the Lease. The Lease is deemed to be a material part hereof as though set forth at length herein. If a conflict between the provisions of the Lease and this Memorandum of Lease shall occur, the provisions of the Lease shall govern.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Memorandum of Lease to be executed in their names and on their behalf in effective as of the day and year first above written and to be recorded in the office of the Judge of Probate of the county in which the Leased Premises are situated.

LESSOR:

The Young Men's Christian Association
of Birmingham

BY: James A. Rains
Its: President

LESSEE:

Shelby County Health Care Authority,
d/b/a Shelby Medical Center

BY: Paul G. Hester
Its: Chairman

The Young Men's Christian Association
of Birmingham

BY: James A. Rains
Its: President

STATE OF ALABAMA
COUNTY OF Jefferson)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that James A. Rainer, whose name as President of **THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF BIRMINGHAM**, an Alabama not-for-profit corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this 4 day of March, 1996.

Jeanette L. Agnew
Notary Public

[AFFIX SEAL]

MY COMMISSION EXPIRES JUNE 15, 1996

My Commission Expires: _____

STATE OF ALABAMA
COUNTY OF Shelby)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Paul D. [Signature], whose name as Chairman of the Board of **SHELBY COUNTY HEALTH CARE AUTHORITY d/b/a SHELBY MEDICAL CENTER.**, a health care authority organized and existing pursuant to the Alabama Health Care Authority Act of 1982 (Code of Alabama, 1975, §§ 22-21-310, et seq.), is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this 4th day of March, 1996.

[Signature]
Notary Public

[AFFIX SEAL]

My Commission Expires: 5-31-96

STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that James A. Reim, whose name as President of **THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF BIRMINGHAM**, an Alabama not-for-profit corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this 4 day of March, 1996.

Janet H. Allen
Notary Public

[AFFIX SEAL]

My Commission Expires: MY COMMISSION EXPIRES JUNE 15, 1996

This instrument prepared by:

Randall H. Morrow
Maynard, Cooper & Gale, P.C.
2400 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2602
(205) 254-1000

EXHIBIT A

A tract of land lying in the SE 1/4 of the SE 1/4 and the NE 1/4 of the SE 1/4, all in Section 1, Township 20 South, Range 3 West, more particularly described as follows: Commence at the SW corner of the SE 1/4 of the SE 1/4 of Section 1, Township 20 South, Range 3 West, and run Northerly along the West line of said 1/4-1/4 Section 442.22 feet to an old iron found in place and the point of beginning; thence continue along last described course 398.78 feet to an old iron found in place; thence right 27 degrees 23 minutes 19 seconds and run 770.94 feet to an old iron found in place; thence right 95 degrees 51 minutes 59 seconds and run 603.36 feet to an old iron found in place on the Westerly right of way of U.S. Highway No. 31; thence right 84 degrees 21 minutes 50 seconds and run along said right of way 225.0 feet; thence right 90 degrees and run 300.00 feet; thence left 90 degrees and run 781.22 feet; thence right 62 degrees 24 minutes 02 seconds and run 126.92 feet to the point of beginning.
Situating in Shelby County, Alabama.

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