

STATE OF ALABAMA)

SHELBY COUNTY)

STATUTORY WARRANTY DEED
(Corporation)

KNOW ALL MEN BY THESE PRESENTS that, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration in hand paid by **Calera Land, L.L.C.**, an Alabama limited liability company (hereinafter referred to as the "Grantee") to **Shelby County Health Care Authority d/b/a Shelby Medical Center**, a public corporation organized under the laws of the State of Alabama (hereinafter referred to as the "Grantor"), receipt whereof is hereby acknowledged, the Grantor does hereby grant, bargain, sell and convey unto the Grantee the following described real estate lying and being situated in Shelby County, Alabama, to-wit:

Lots 1, 2, 3, 4, 5, and 6, in Block 199, according to J.H. Dunstan's Map of Town of Calera, Alabama. Otherwise described as Block 199, according to the Map of Calera Townsite Company made by W. R. Coleman, Civil Engineer. Situated in Shelby County, Alabama.

Together with the following described alley being vacated by Instrument No. 4415, dated April 4, 1992:

Commence at the Northeast corner of Block 199 of the Dunstan's Map of Calera and run West along the North line of Block 199 a distance of 190.0 feet to the point of beginning; thence continue twenty feet along said North line; thence run South parallel to the East line of Block 199 a distance of 300.0 feet to the South line of Block 199; thence run East along said South line a distance of twenty feet; thence run North parallel to the East line of Block 199 a distance of 300.0 feet to the point of beginning. Situated in Shelby County, Alabama.

TO HAVE AND TO HOLD unto the Grantee, and the Grantee's heirs and assigns, forever.

It is expressly understood and agreed that this deed is made subject to the following:

1. Taxes due and payable October 1, 1996 and in subsequent years.
2. The conveyance of the above-described real estate is subject to the following right of first refusal: For a period of ten (10) years following the date hereof, in the event the Grantee desires to sell, lease, rent or otherwise transfer said real estate or any interest therein or, if the Grantee shall desire to enter into a transaction whereby the controlling or majority legal or beneficial ownership of the Grantee is changed, then the Grantor shall have a right of first refusal to purchase the said real estate prior to any such transfer of said real estate or change of control of the Grantee as described above. Pursuant to the right of first refusal, in the event the Grantee receives a bona fide offer to purchase said real estate or sell a controlling interest in the Grantee, the Grantee shall provide the Grantor with written evidence of such offer, satisfactory to the Grantor, and the Grantor shall have a period of thirty (30) days in which to notify the Grantee of its intent to exercise its right of first refusal and to purchase said real estate on terms substantially similar to such offer or to purchase the controlling interest or the entire interest of Grantee on substantially similar terms.

Inst. # 1996-28492

08/29/1996-28492
02:02 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MCD 13.00

1996-28492

IN WITNESS WHEREOF, the undersigned Grantor has caused this instrument to be executed by its officer(s) thereunto duly authorized on the 28th day of August, 1996.

SHELBY COUNTY HEALTH CARE AUTHORITY
D/B/A SHELBY MEDICAL CENTER

By: [Signature]
Its: President

[AFFIX CORPORATE SEAL]

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Charles C. Calvert, whose name as President of Shelby County Health Care Authority, an Alabama public corporation, is signed to the foregoing statutory warranty deed, and who is known to me, acknowledged before me on this day that, being informed of the contents of said statutory warranty deed, 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 the 28th day of August, 1996.

[Signature]
Notary Public

[AFFIX SEAL]

My commission expires: 5-31-00

This instrument prepared by:

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

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