

YORK COUNTY ASSESSOR
Tax Map:
634-07-01-038
Date: 10/03/2024

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YORK COUNTY, SC	
2024031617	DEED
RECORDING FEES	\$15.00
STATE TAX	\$10530.00
COUNTY TAX	\$4455.00
10-03-2024	08:02:40 AM
BK:RB 21543	PG:451-457

STATE OF SOUTH CAROLINA)
)
COUNTY OF YORK)

TITLE TO REAL ESTATE

(Limited Warranty Deed)

KNOW ALL MEN BY PRESENTS THAT PROGRESS LAND DEVELOPMENT, LLC, and ARC LABS, LLC (hereinafter referred to as Grantor) and G & C ENTERPRISES INC. (22.5% interest) and 2260 CHERRY ROAD, LLC (77.5% interest) (hereinafter referred to as Grantee) in the State aforesaid for and in consideration of the sum of \$4,050,000.00 to the Grantor herein paid at and before the sealing of these presents by Grantee in the State aforesaid, the receipt and sufficiency whereof is hereby acknowledged, have granted, bargained, sold and released, and by these Presents do grant, bargain , sell and release unto the said Grantee the following described property:

2260 Cherry Road, Rock Hill, SC 29732

Tax/Map No.: 6340701038

Grantee's Address: 6233 Brynwood Drive, Medina, OH 44256

As further described on **EXHIBIT A**.

This conveyance is made subject to easements and/or restrictions of record and otherwise affecting the property.

TOGETHER with all and singular, the rights, members, hereditaments and appurtenances to the said Premises belonging, or in anyways incident or appertaining.

TO HAVE AND TO HOLD, all and singular, the said Premises before mentioned unto the said Grantee, as hereinabove provided, Grantee's successors, heirs and assigns, forever.

AND THE SAID GRANTOR does hereby bind itself and its successors and assigns to warrant and forever defend, all the singular, the said Premises unto the said Grantee, its successors and assigns against the said Grantor and its successors and assigns forever.

[SIGNATURE PAGE TO IMMEDIATELY FOLLOW]

WITNESS Grantor's hand and seal this 1st day of October, 2024.

SIGNED, SEALED AND DELIVERED

IN THE PRESENCE OF:

Thomas Brown
Witness #1
Haley H. Bonnell
Witness #2

PROGRESS LAND DEVELOPMENT, LLC

[Signature] (SEAL)
By: Eugene Crook, Authorized Signatory

STATE OF Texas

COUNTY OF Harris

I, as a Notary Public for Texas, do hereby certify that Eugene Crook personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this the 27 day of September, 2024

My commission Expires:

03/09/2024

(SEAL)
Notary Public ANDREA CAVAZOS
Notary Public, State of Texas
Comm. Expires 03-09-2027
Notary ID 134244851

IN THE PRESENCE OF:

Thomas Brown

Witness #1

Haligh O'Neill

Witness #2

ARCLABS, LLC

Eugene Crook (SEAL)
By: Eugene Crook, Authorized Signatory

STATE OF Texas

COUNTY OF Harris

I, as a Notary Public for Texas, do hereby certify that Eugene Crook personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this the 27 day of September, 2024

My commission Expires:

03/09/2027

(SEAL)
Notary Public ANDREA CAVAZOS
Notary Public, State of Texas
Comm. Expires 03-09-2027
Notary ID 134244851

EXHIBIT A
LEGAL DESCRIPTION

All that certain piece, parcel or tract of land, with improvements thereon, situate, lying and being in the City of Rock Hill, County of York, State of South Carolina, containing 2.17 acres, and being shown and designated as Parcel B on plat prepared for 400 Pelham Rd, Inc. by Kenneth R. Staton, SCRLS 11071, dated July 19, 1994, recorded in the Office of the Clerk of Court for York County in Plat Book 127 at Page 28, and being shown more recently as Parcel B, 2.17 Acres on a survey for ARCLABS, LLC by Canebrake Engineering + Surveying dated November 17, 2022 and recorded November 21, 2022 in the Office of the Clerk of Court for York County in Plat Book 170 at Page 172.

SUBJECT TO an exclusive easement and right-of-way thirty feet (30') and with appertaining to Parcel A as shown on said plat, running across the northern portion of said Parcel B from a common drive as shown on said plat to said Parcel A, which easement and right-of-way is of a commercial character, has a terminus on said Parcel A and is essentially necessary to serve the use and enjoyment thereof.

TOGETHER WITH a nonexclusive easement in common with others who have or may be granted a like right, their heirs, successors and assigns, running from Cherry Road in a southerly direction between property now or formerly of Hess Realty Corporation and Parcel C as described in said plat, being forty feet (40') in width and continuing thence in a southerly direction and then in a southeasterly direction between said Parcel B and the property of the Catawba Indian Nation, now or formerly, being thirty feet (30') in width to the property of Beaty Shopping Center, Inc., now or formerly, all as shown on plat recorded in Plat Book 127

Page 28 in the Office of the Clerk of Court for York County.

TOGETHER WITH AND SUBJECT TO those certain easements granted by and reserved in the description of Parcel B as contained in Exhibit A of that certain deed from Phoenix Home Life Mutual Insurance Company, David W. Bermant, Robert L. Bermant and the Estate of Joyce Starr to Neuburger Management, Inc. recorded in Book 1147 Page 274 in the Office of the Clerk of Court for York County.

This being the same property conveyed to ARCLabs, LLC by Deed of Heritage Capital Partners, LLC dated January 28, 2021 and recorded on February 1, 2021 in the ROD Office for York County, SC in Deed Book 18963 at Page 32.

STATE OF SOUTH CAROLINA)
COUNTY OF YORK)

Affidavit

PERSONALLY appeared before me the undersigned, who being duly sworn, deposes and says:

1. I have read the information on this affidavit and I understand such information.
2. The property being transferred is located at 2260 Cherry Road, bearing York County Tax Map Number 6340701038, was transferred by Progress Land Development, LLC and Arc Labs, LLC to G & C Enterprises, Inc. and 2260 Cherry Road, LLC on 10/1/2024.
3. Check one of the following: The deed is
 - (a) subject to the deed recording fee as a transfer for consideration paid or to be paid in money or money's worth.
 - (b) _____ subject to the deed recording fee as a transfer between a corporation, a partnership, or other entity and a stockholder, partner, or owner of the entity, or is a transfer to a trust or as a distribution to a trust beneficiary.
 - (c) _____ exempt from the deed recording fee because (see information section of affidavit): _____ (If exempt, please skip items 4 – 7 and go to item 8 of this affidavit.)
4. Check one of the following if either item 3(a) or item 3(b) above has been checked (see information section of this affidavit):
 - (a) The fee is computed on the consideration paid or to be paid in money or money's worth in the amount of 4050000.
 - (b) _____ The fee is computed on the fair market value of the realty which is _____.
 - (c) _____ The fee is computed on the fair market value of the realty as established for property tax purposes which is _____.
5. Check Yes _____ or No to the following: A lien or encumbrance existed on the land, tenement, or realty before the transfer and remained on the land, tenement, or realty after the transfer. If "yes" the amount of the outstanding balance of this lien or encumbrance is: _____.
6. The deed recording fee is computed as follows:

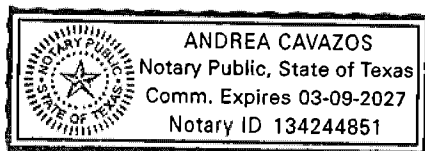
(a) Place the amount listed in item 4 above here:	<u>4050000</u>
(b) Place the amount listed in item 5 above here: (If no amount is listed, place zero here)	<u>0</u>
(c) Subtract line 6(b) from line 6(a) and place result here:	<u>4050000</u>
7. The deed recording fee due is based on the amount listed on line 6(c) above and the deed recording fee due is : 14985.
8. As required by Code Section 12-24-70, I state that I am a responsible person who was connected with the transaction as: Seller.
9. I understand that a person required to furnish this affidavit who willfully furnishes a false or fraudulent affidavit is guilty of a misdemeanor and, upon conviction, must be fined not more than one thousand dollars or imprisoned not more than one year, or both.


Responsible Person Connected with the Transaction

Eugene Crook
Print or Type Name Here

SWORN to before me this 27
day of September 20 24

Notary Public for Texas
My Commission Expires: 03/09/2027



INFORMATION

Except as provided in this paragraph, the term "value" means "the consideration paid or to be paid in money or money's worth for the realty." Consideration paid or to be paid in money's worth includes, but is not limited to, other realty, personal property, stocks, bonds, partnership, interest and other intangible property, the forgiveness or cancellation of a debt, the assumption of a debt, and the surrendering of any right. The fair market value of the consideration must be used in calculating the consideration paid in money's worth. Taxpayers may elect to use the fair market value of the realty being transferred in determining fair market value of the consideration. In the case of realty transferred between a corporation, a partnership, or other entity and a stockholder, partner, or owner of the entity, and in the case of realty transferred to a trust or as a distribution to a trust beneficiary, "value" means the realty's fair market value. A deduction from value is allowed for the amount of any lien or encumbrance existing on the land, tenement, or realty before the transfer and remaining on the land, tenement, or realty after the transfer. Taxpayers may elect to use the fair market value for property tax purposes in determining fair market value under the provisions of the law.

Exempted from the fee are deeds:

- (1) transferring realty in which the value of the realty, as defined in Code Section 12-24-30, is equal to or less than one hundred dollars;
- (2) transferring realty to the federal government or to a state, its agencies and departments, and its political subdivisions, including school districts;
- (3) that are otherwise exempted under the laws and Constitution of this State or of the United States;
- (4) transferring realty in which no gain or loss is recognized by reason of Section 1041 of the Internal Revenue Code as defined in Section 12-6-40(A);
- (5) transferring realty in order to partition realty as long as no consideration is paid for the transfer other than the interests in the realty that are being exchanged in order to partition the realty;
- (6) transferring an individual grave space at a cemetery owned by a cemetery company licensed under Chapter 55 of Title 39;
- (7) that constitute a contract for the sale of timber to be cut;
- (8) transferring realty to a corporation, a partnership, or a trust in order to become, or as, a stockholder, partner, or trust beneficiary of the entity provided no consideration is paid for the transfer other than stock in the corporation, interest in the partnership, beneficiary interest in the trust, or the increase in value in such stock or interest held by the grantor. However, the transfer of realty from a corporation, a partnership, or a trust to a stockholder, partner, or trust beneficiary of the entity is subject to the fee even if the realty is transferred to another corporation, a partnership, or trust;
- (9) transferring realty from a family partnership to a partner or from a family trust to a beneficiary, provided no consideration is paid for the transfer other than a reduction in the grantee's interest in the partnership or trust. A "family partnership" is a partnership whose partners are all members of the same family. A "family trust" is a trust, in which the beneficiaries are all members of the same family. The beneficiaries of a family trust may also include charitable entities. "Family" means the grantor and the grantor's spouse, parents, grandparents, sisters, brothers, children, stepchildren, grandchildren, and the spouses and lineal descendants of any of the above. A "charitable entity" means an entity which may receive deductible contributions under section 170 of the Internal Revenue Code as defined in Section 12-6-40(A);
- (10) transferring realty in a statutory merger or consolidation from a constituent corporation to the continuing or new corporation;
- (11) transferring realty in a merger or consolidation from a constituent partnership to the continuing or new partnership; and
- (12) that constitute a corrective deed or a quitclaim deed used to confirm title already vested in the grantee, provided that no consideration of any kind is paid or is to be paid under the corrective or quitclaim deed;
- (13) transferring realty subject to a mortgage to the mortgagee whether by a deed in lieu of foreclosure executed by the mortgagor or deed executed pursuant to foreclosure proceedings;
- (14) transferring realty from an agent to the agent's principal in which the realty was purchased with funds of the principal, provided that a notarized document is also filed with the deed that establishes the fact that the agent and principal relationship existed at the time of the original purchase as well as for the purpose of purchasing the realty;
- (15) transferring title to facilities for transmitting electricity that is transferred, sold, or exchanged by electrical utilities, municipalities, electric cooperatives, or political subdivisions to a limited liability company which is subject to regulation under the Federal Power Act (16 U.S.C. Section 791(a)) and which is formed to operate or to take functional control of electric transmission assets as defined in the Federal Power Act.