

Exhibit C

ADMINISTRATIVE AMENDMENT (PD) ADD2009-00051

ADMINISTRATIVE AMENDMENT LEE COUNTY, FLORIDA

WHEREAS, The Shell Factory, LC, filed an application for administrative approval to a Commercial Planned Development on a project known as The Shell Factory to allow the following amendments to the approved Master Concept Plan by Resolution Z-94-038:

- delete the proposed frontage road/access road
- allow the flea market use in Southwest Development Area
- add the existing 25 foot wide vegetative buffer along U.S. 41 (State Road 45)
- add the off-site temporary grass parking lot to the north, in accordance with Land Development Code (LDC) Section 34-2022
- delete the on-site sewage treatment plant
- denote the existing sign on the southwest corner of the property

on property located at 2787 N. Tamiami Trail, described more particularly as:

LEGAL DESCRIPTION: In Section 27, Township 43 South, Range 24 East, Lee County, Florida:

See Exhibit "A"

WHEREAS, the subject property is located in the Central Urban Future Land Use Category as designated by the Lee Plan; and

WHEREAS, the property was rezoned by Resolution Z-94-038 to Commercial Planned Development (CPD) for 47 commercial uses as depicted on the approved Master Concept Plan (MCP). Fifteen deviations were also approved; and

WHEREAS, the approved MCP is a two-page plan, see Exhibit "B" that depicted the following uses:

- an existing multi-use building complex,
- a warehouse and processing building,
- a wastewater treatment facility and a treated wastewater disposal area,
- a cafe,
- a large lake (used for bumper boats),
- a parking lot in between the lake and the multi-use building and more parking to the east side of the building along Business 41 (State Road 45A),
- a parking lot (labeled the Southwest Development Area - 4 acres),
- a Northwest Development Area - 1 acre,
- a 40 foot wide frontage access road along U.S. 41 (State Road 45),
- Three existing signs along U. S. 41 (State Road 45); a billboard in the southwest corner, a billboard in the northwest corner and the main Shell Factory sign, and

- a 45 foot wide internal access road that runs from U. S. 41 (State Road 45) into the parking lot.

WHEREAS, the 2nd sheet of the MCP is a supplemental signage plan which listed all of the existing signs on the property; and

WHEREAS, the subject property is developed with the Shell Factory, a commercial/ tourist attraction which is a use permitted by Resolution Z-94-038; and

WHEREAS, the applicant is seeking an amendment to the CPD to allow an open flea market in the Southwest Development Area (which is the existing parking lot off of US. 41, State Road 45); and

WHEREAS, on the MCP signage plan, Note #2 states "Sign No. 2 (which is the billboard in the southwest corner) shall be removed within 30 days after the issuance of a Certificate of Occupancy for any parcel within the Southwest Development Area"; and

WHEREAS, the flea market has been operating in the Southwest Development Area without the proper permits and is under a code violation (VIO2008-09726) for operating a flea market without a Development Order; and

WHEREAS, the applicant did not want to remove the billboard as it provided additional signage for the Shell Factory nor did he did not want to cease the operation of the flea market which is the reason for this amendment; and

WHEREAS, in order to allow the continuation of the flea market, the MCP must be amended as follow:

- delete the proposed frontage road/access road
- allow the flea market use in Southwest Development Area
- add the existing 25 foot wide vegetative buffer along U.S. 41 (State Road 45)
- add the off-site temporary grass parking lot to the north, in accordance with Land Development Code (LDC) Section 34-2022
- delete the on-site sewage treatment plant
- denote the existing sign on the southwest corner of the property

WHEREAS, the 40 foot wide frontage access road along U.S. 41 (State Road 45) is not shown on the "DOT Access Road Location map" therefore, it is no longer necessary; and

WHEREAS, the on-site sewage treatment plant no longer exists and the use can be removed from the MCP; and

WHEREAS, the revised MCP, see Exhibit "C", depicts an existing 25 foot wide vegetative buffer along U.S. 41 (State Road 45), the flea market use in the Southwest Development Area (existing parking lot off of US. 41-State Road 45), a temporary grass parking lot north of the existing lake, and the existing billboard sign in the southwest corner; and

WHEREAS, the flea market use will be in operation on Tuesday, Wednesday and Saturday from 5:00 am to 2:00 pm . The hours of operation for the Shell Factory are 11:00 am to 6:00 pm; and

WHEREAS, the MCP shows a 2.64± acre, temporary grass parking lot, see Exhibit "D", located north of the existing lake that will be used as overflow parking for the patrons of the flea market; and

WHEREAS, the temporary grass parking lot is zoned Commercial (C-2) and is owned by North Crossroads Ventures Inc.; and

WHEREAS, the Shell Factory has entered into an agreement with the North Crossroads Ventures Inc. to allow their property to be used for overflow parking for patrons of the flea market, see Exhibit "E"; and

WHEREAS, the temporary grass parking lot must be in compliance with Land Development Code Section 34-2022 with the exception that the flea market will be a year round use; and

WHEREAS, the applicant has provided an Operational Analysis for the existing flea Market use which states the peak hours of the flea market use would likely occur between the hours of 7:00 am and 11:00 am. The main access to the flea market will be from U.S. 41 (State Road 45), however there are additional access points from Business 41 (State Road 45A); and

WHEREAS, based on the Operational Analysis, U.S. 41 (State Road 45), a Florida Department of Transportation (FDOT) road, will continue to operate at a Level of Service "B" which has sufficient capacity to accommodate the trips the flea market will generate; and

WHEREAS, the Lee County Land Development Code provides for certain administrative changes to planned development master concept plans and planned unit development final development plans; and

WHEREAS, the subject application and plans have been reviewed by the Lee County Department of Community Development in accordance with applicable regulations for compliance with all terms of the administrative approval procedures; and

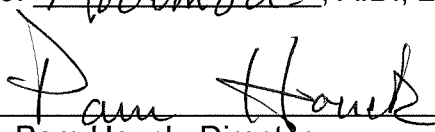
WHEREAS, it is found that the proposed amendment does not increase density or intensity within the development; does not decrease buffers or open space required by the LDC; does not underutilize public resources or infrastructure; does not reduce total open space, buffering, landscaping or preservation areas; and does not otherwise adversely impact on surrounding land uses.

NOW, THEREFORE, IT IS HEREBY DETERMINED that the application for administrative approval for an amendment to Commercial Planned Development is **APPROVED** subject to the following conditions:

1. The Development must be in compliance with the amended Master Concept Plan, dated June 25, 2009. Master Concept Plan for ADD2009-00051 is hereby **APPROVED** and adopted. A reduced copy is attached hereto.
2. The terms and conditions of the original zoning resolutions remain in full force and effect, except as amended.
3. The note on the MCP Supplement Signage Plan that references Sign No. 2 is deleted which allows both the flea market use in the Southwest Development Area to continue and the billboard in the southwest corner to remain.
4. The flea market use is limited to the Southwest Development Area (parking lot next to U.S. 41). Parking along U.S. 41 right-of-way is prohibited.
5. The hours for the flea market use is limited from 5:00 am. to 3:00 pm., year round. During the hours of operation for the flea market, the applicant must provide a safe separation for the vendors and patrons visiting the flea market from the portion of the existing parking lot used for vehicles.
6. During the hours of operation for the flea market, the applicant must provide a parking attendant at the U.S. 41 and at the temporary parking lot.
7. The temporary grass parking lot must be in substantial compliance with the revised Master Concept Plan attached as Exhibit "C" and in compliance with Land Development Code, Section 34-2022. Delineation of parking aisles must be provided, ie cones or ropes to direct the traffic flow. Access to the temporary grass parking lot must be roped off when the flea market is not open.
8. Prior to the issuance of a Certificate of Use, the applicant must restripe 2 spaces in the existing parking lot next to U.S. 41 to accommodate handicapped spaces.
9. This approval does not negate the requirement for any state or federal permits if applicable.

DULY SIGNED this 6th day of November, A.D., 2009.

BY:



Pam Houck, Director

Division of Zoning

Department of Community Development

Exhibits:

A - Legal Description

B - 2 - page Master Concept Plan approved by Resolution Z-94-038

C - Revised Master Concept Plan dated June 25, 2009

D - Survey of Temporary Grass Parking Lot

E - Agreement between Shell Factory and North Crossroads Venture Inc.

Banks Engineering

Professional Engineers, Planners & Land Surveyors
FORT MYERS ♦ NAPLES ♦ SARASOTA ♦ PORT CHARLOTTE

DESCRIPTION
OF A
PARCEL OF LAND
LYING IN
SECTION 27, TOWNSHIP 43 SOUTH, RANGE 24 EAST
LEE COUNTY, FLORIDA

(LEGAL DESCRIPTION PER RESOLUTION NUMBER Z-81-154)

ALL OF THAT CERTAIN PARCEL OF LAND LYING IN THE NE 1/4 OF SEC. 27, TWP 43S, RGE 24E, LEE COUNTY, FL
BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FROM THE EASTERLY 1/4 CORNER OF SEC. 27, RUN WLY ALONG THE 1/4 SEC. LINE OF SAID SEC. 27, N 89 DEG.
54 MIN. 20 SEC. W FOR 1309.32 FT TO THE WLY RIGHT-OF-WAY LINE OF SR 45-A; THENCE RUN ALONG SAID
RIGHT-OF-WAY LINE N 36 DEG. 37 MIN. 50 SEC. W FOR 1130.38 FT; THENCE RUN WLY AND NWLY ALONG A
NLY LINE OF PROPERTY OF THE SHELL FACTORY THE FOLLOWING COURSES AND DISTANCES:

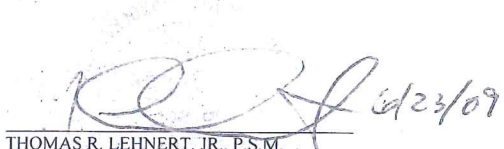
N 89 DEG. 54 MIN. 20 SEC. W FOR 30.84 FT., S 59 DEG. 38 SEC. W FOR 105.91 FT. AND N 73 DEG. 06 MIN. 30 SEC. W
FOR 79.72 FT TO THE **POB** OF THE HEREIN DESCRIBED PROPERTY.

FROM SAID **POB** RUN THE FOLLOWING COURSES AND DISTANCES: S 70 DEG. 30 MIN. 6 SEC. W FOR 101.58 FT.,
S 02 DEG. 36 MIN. 06 SEC. W FOR 129.46 FT., S 18 DEG. 04 MIN. 00 SEC. W FOR 32.54 FT., S 63 DEG. 58 MIN. 14 SEC.
W FOR 99.59 FT., N 36 DEG. 37 MIN. 50 SEC. W FOR 586.15 FT., S 89 DEG. 54 MIN. 20 SEC. E FOR 300.00 FT., S 36
DEG. 37 MIN. 50 SEC. E FOR 250.80 FT. AND S 73 DEG. 06 MIN. 30 SEC. E FOR 105.87 FT. TO THE **POB**.
CONTAINING 2.64 MORE OR LESS ACRES. BEARINGS ARE TRUE FROM SR 45 (US.41), SECT. 12010-2121
CENTERLINE SURVEY.

SUBJECT TO EASEMENTS, RESTRICTIONS, RESERVATIONS AND RIGHTS-OF-WAY OF RECORD.

SUBJECT TO FACTS THAT MAY BE REVEALED BY AN ACCURATE BOUNDARY SURVEY.

DESCRIPTION PREPARED 06-23-09


THOMAS R. LEHNERT, JR., P.S.M.
FLORIDA CERTIFICATION NO. 5541
DATE SIGNED: 06-23-09

Applicant's Legal Checked
by BJ 6-30-09

SHEET 2 OF 2

Banks Engineering

PROFESSIONAL ENGINEERS, LAND SURVEYORS & PLANNERS
 FLORIDA BUSINESS CERTIFICATION NUMBER LB 6690
 10511 SIX MILE CYPRESS PARKWAY - SUITE 101
 FORT MYERS, FLORIDA 33966
 (239) 939-5490

RECEIVED
 JUN 2 5 2009

COMMUNITY DEVELOPMENT



1" = 100'

ADD 2009-00051

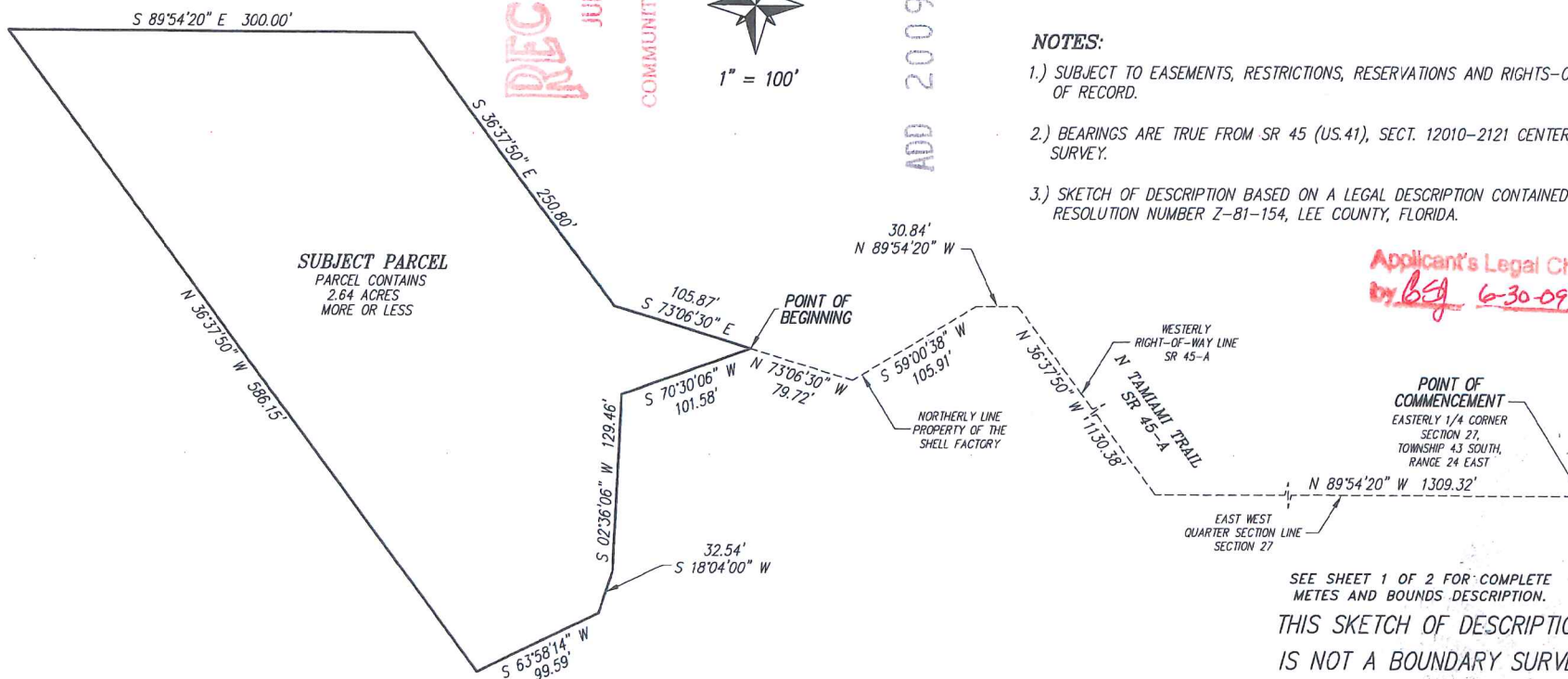
SKETCH OF DESCRIPTION

OF
 A TRACT OR PARCEL OF LAND LYING IN
 SECTION 27, TOWNSHIP 43 SOUTH, RANGE 24 EAST,
 LEE COUNTY, FLORIDA

NOTES:

- 1.) SUBJECT TO EASEMENTS, RESTRICTIONS, RESERVATIONS AND RIGHTS-OF-WAY OF RECORD.
- 2.) BEARINGS ARE TRUE FROM SR 45 (US.41), SECT. 12010-2121 CENTERLINE SURVEY.
- 3.) SKETCH OF DESCRIPTION BASED ON A LEGAL DESCRIPTION CONTAINED IN RESOLUTION NUMBER Z-81-154, LEE COUNTY, FLORIDA.

Applicant's Legal Checked
 by *BSJ* 6-30-09



SEE SHEET 1 OF 2 FOR COMPLETE
 METES AND BOUNDS DESCRIPTION.

THIS SKETCH OF DESCRIPTION
 IS NOT A BOUNDARY SURVEY

THOMAS R. LEHNERT, JR., P.S.M.
 6/23/09

THOMAS R. LEHNERT, JR., P.S.M.
 FLORIDA CERTIFICATION NO. 5541
 - DATE SIGNED: 06-23-2009
 - THIS SKETCH OF DESCRIPTION IS NOT VALID
 WITHOUT THE SIGNATURE AND THE ORIGINAL RAISED
 SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER.

LEGEND:

SR INDICATES STATE ROAD

PREPARED 06-23-2009
 SHEET 2 OF 2

S:\Jobs\50xx\5000\RESOLUTION NUMBER Z-81-154\RNZ-81-154.DOC
 S:\Jobs\50xx\5000\RESOLUTION NUMBER Z-81-154\RNZ-81-154.DWG

SHELL FACTORY SIGN LEGEND

Description	Approximate Area, sq. ft.	Type
ON US 41		
1 North billboard-type sign	400	Ground-mounted
2 South billboard-type sign	400	Ground-mounted
3 Main "SHELL FACTORY" sign	1623	Ground-mounted
ON BUSINESS 41		
4 Auto Auction sign	32	Ground-mounted
5 Changeable copy sign	30	Ground-mounted
6 Snack Bar sign	50	Marquee
7 "Shell" (facing south)	80	Wall (painted)
8 "Factory" (facing southeast)	150	Wall (painted)
9 "The Shell Factory"	83	Wall-mounted
10 "Shell" (facing northeast)	80	Wall (painted)
11 "Factory" (facing north)	150	Wall (painted)
12 "Restaurant"	40	Roof-mounted
13 Sign Area "A"	45	Ground-mounted
14 "Amusement Center" (facing north)	100	Wall (painted)
15 "Amusement Center" (facing east)	101	Wall (painted)
16 "Amusement Center" (facing south)	101	Wall (painted)
17 Bumper boat rules sign	14	Wall-mounted
18 "Shell Factory"	43	Marques
19 Signs in nine Outlet Store windows	132	Wall (painted)
20 Southwest Development Area signage*		
21 Northwest Development Area signage*		
22 Five hanging signs	16 (each)	

*Size, type, quantity, and location to be in accordance with applicable Lee County Sign Ordinance.

*Within that portion of the site designated as Sign Area "A" the applicant or his successors or assigns may place up to ten (10) ground mounted signs with a total square footage of forty five (45) square feet. For example, if the applicant or his successor or assigns chooses to place a total of three signs within this area, then each sign may be fifteen square feet in size. The applicant or his successors or assigns shall be allowed to repair or replace this signage and to change the copy thereon so long as the maximum number and square footage referenced above is not exceeded.

NOTES RE: SHELL FACTORY SIGNAGE

Signage for the Shell Factory including those properties labeled "Southwest Development Area" and "Northwest Development Area" shall be as depicted on this Shell Factory Master Concept Plan Supplement. The Shell Factory or its successors in interest shall be allowed to repair or replace their signage and to change the copy of those signs numbered 2, 3, 4, and 6 through 19, and 22, as depicted on this Master Concept Plan Supplement.

All Signage to be located within the Southwest and Northwest Development Areas with the exception of signs 3 and 22 shall be constructed in accordance with the applicable Lee County Sign Ordinance, with the quantity, size and type of said signage to be determined without regard to other signage located on the Shell Factory site. These signs shall be designated as Sign Nos. 20 and 21 on this Master Concept Plan Supplement and shall be located consistent with applicable regulations.

Sign No. 1 shall be removed within thirty (30) days of approval of this Commercial Planned Development rezoning request.

Sign No. 2 shall be removed within thirty (30) days after the issuance of a Certificate of Occupancy for any parcel within the Southwest Development Area

Sign No. 5 shall be removed within thirty (30) days after the approval of this Commercial Planned Development rezoning request.

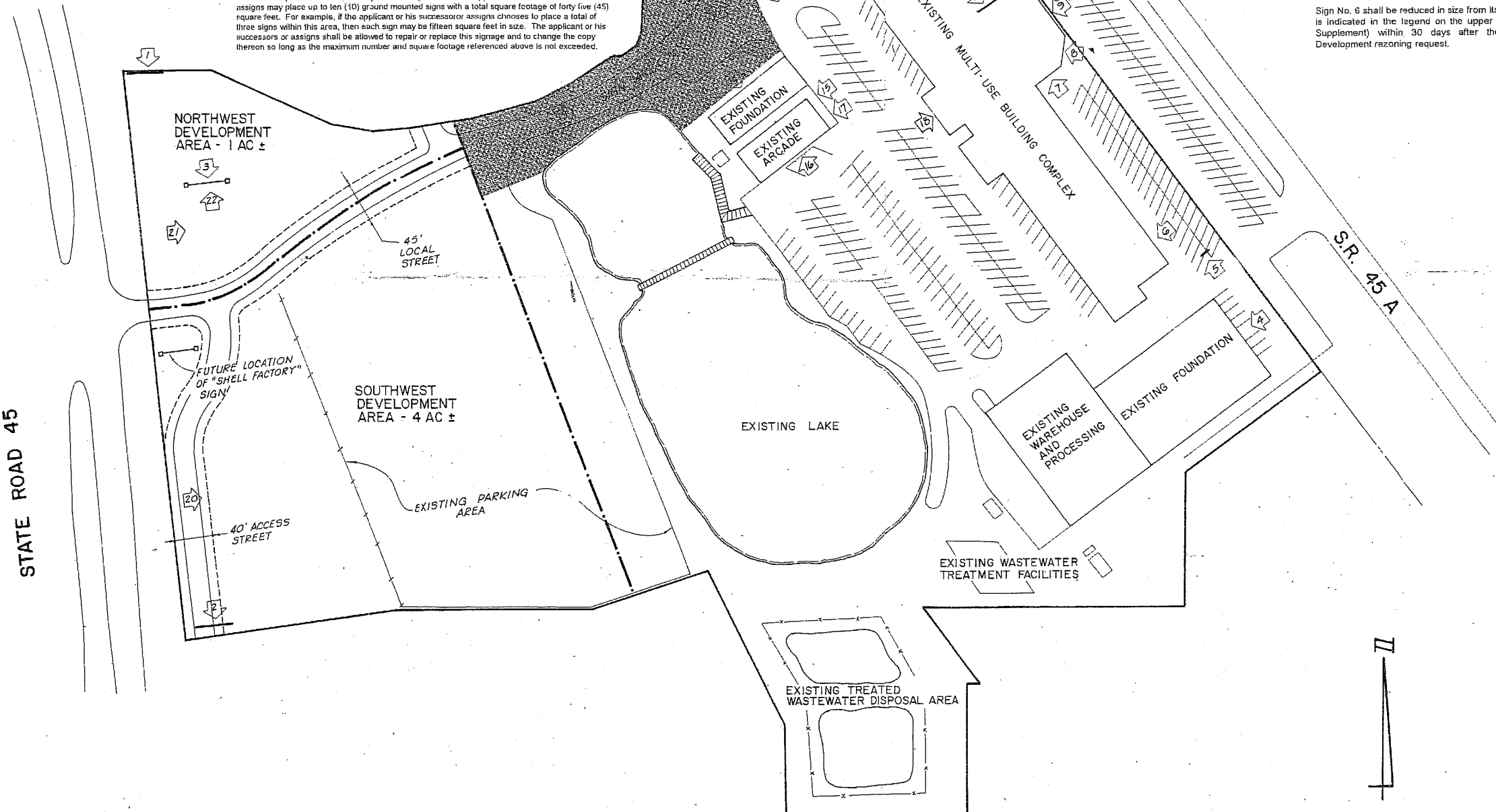
There shall be a maximum of five (5) hanging signs which may be attached below the center portion of Sign No. 3. These signs shall be no greater than 16 square feet each in area and shall be designated as Sign No. 22 on the Master Concept Plan Supplement.

The applicant or his successors or assigns shall have the option of relocating Sign No. 3 to that location labeled as "future location of Shell Factory Sign". The relocation shall not be subject to the Lee County Sign Ordinance.

Sign No. 6 shall be reduced in size from its current 94 square feet to 50 square feet (as is indicated in the legend on the upper left-hand side of this Master Concept Plan Supplement) within 30 days after the approval of this Commercial Planned Development rezoning request.

U.S. 41

STATE ROAD 45



LOCATIONS OF SIGNS ARE APPROXIMATE

APPROVED

Master Concept Plan

Site Plan # 94038 Page 2 of 2

Subject to conditions in Resolution 2-94-038

Zoning Case # 24-08-30-DC1-62

By 3/2

RECEIVED
SEP 28 1993

ZONING COUNTER

THE SHELL FACTORY

MASTER CONCEPT PLAN SUPPLEMENT

THE SHELL FACTORY MUSEUM, INC.
2787 NORTH TAMiami TRAIL
NORTH FORT MYERS, FL 33903

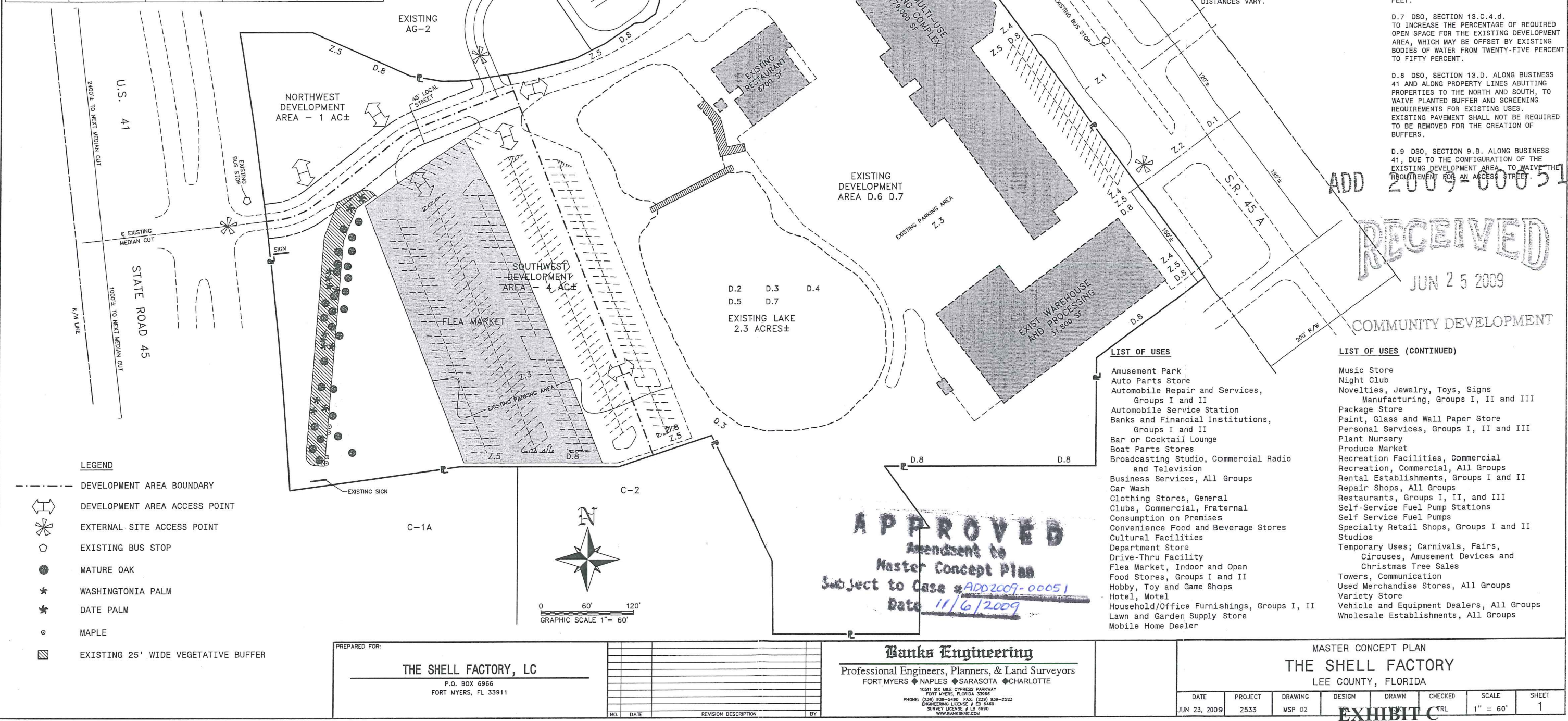
PROJECT 9601
DATE: AUGUST 1993
SCALE: 1" = 60'

SHEET 1 OF 1

REVISED 3-27-94
REVISED 7-25-94
REVISED 12-31-92

SPECTRUM
ENGINEERING
1850 COLLEGE PARKWAY, SUITE 101, FORT MYERS, FL 33909-0020

DEVELOPMENT PARAMETERS				
SIZE	EXISTING DEVELOPMENT AREA	NORTHWEST DEVELOPMENT AREA	SOUTHWEST DEVELOPMENT AREA	OVERALL DEVELOPMENT
	APPROX. 12 ACRES	APPROX. 1 ACRE	APPROX. 4 ACRES	17.03 ACRES
MAX. HT. OF BLDGS.	55 FEET	55 FEET	55 FEET	55 FEET
COMMERCIAL G.L.A. (MAX.)	150,000 SQ. FT.	17,400 SQ. FT.	69,700 SQ. FT.	237,100 SQ. FT.
HOTEL/MOTEL TRANSIENT EFFICIENCY CONVENTION	N/A	N/A 25 UNITS	100 NITS 100 UNITS 200 UNITS	100 UNITS 125 UNITS 200 UNITS
BUFFERS	AS REQ'D. BY DSO, (MODIFIED BY DEVIATION D8)	AS REQ'D. BY DSO, (MODIFIED BY DEVIATION D8)	AS REQ'D. BY DSO, (MODIFIED BY DEVIATION D8)	AS REQ'D. BY DSO, (MODIFIED BY DEVIATION D8)
ENV. SENSITIVE LAND AND WATER	NONE	NONE	NONE	NONE
PUBLIC TRANSIT FACILITIES OPEN SPACE	LEE TRAN ROUTE ON BUSINESS 41 1.8 AC. ON LAND 1.8 AC. LAKE 3.6 AC. TOTAL	LEE TRAN ROUTE ON US 41 0.23 AC. ON LAND 0.07 AC. CREDIT FOR LAKE	LEE TRAN ROUTE ON US 41 0.9 AC. ON LAND 0.3 AC. CREDIT FOR LAKE	LEE TRAN 2.93 AC. ON LAND 2.17 AC. LAKE 5.1 AC. TOTAL (30%)
DEVIATIONS	ALL	Z.5; D.7, D.8	Z.5; D.7, D.8	
PROPERTY DEVELOPMENT REGULATIONS	CG	CG	CG	CG



SCHEDULE OF DEVIATIONS

Z.1 ZONING ORD., SECTION 202.16.C.1. ALONG BUSINESS 41, TO ALLOW 21 EXISTING PARKING SPACES TO CONTINUE TO BE EXITED BY BACKING INTO THE RIGHT-OF-WAY OF BUSINESS 41.

Z.2 ZONING ORD., SECTION 202.16.C.2. ALONG BUSINESS 41, TO CHANGE THE MAXIMUM WIDTH FOR A PARKING LOT ENTRANCE FROM 35 FEET TO APPROXIMATELY 50 FEET FOR EXISTING ACCESSWAYS.

Z.3 ZONING ORD., SECTION 202.16.F. WITH REGARD TO EXISTING PARKING, TO ALLOW EXISTING PARKING SPACES AND AISLES NOT TO MEET CURRENT PARKING LOT DIMENSIONAL STANDARDS (EXISTING DIMENSIONS VARY AND ARE NOT KNOWN); AND, TO ALLOW EXISTING PARKING SPACES WHICH DO NOT ABUT A CURB, FENCE, WALL OR OTHER STRUCTURE NOT TO BE PROVIDED WITH A PARKING BLOCK.

Z.4 ZONING ORD., SECTION 202.18.B.2.a. ALONG BUSINESS 41, TO CHANGE THE MINIMUM SETBACK FOR BUILDINGS AND STRUCTURES FROM THE RIGHT-OF-WAY OF AN ARTERIAL OR COLLECTOR STREET FROM 25 FEET (WITHOUT FRONTAGE STREET, OR 65 FEET WITH FRONTAGE STREET) TO THE DISTANCES, WHICH NOW EXIST BETWEEN BUILDINGS AND STRUCTURES AND THE RIGHT-OF-WAY OF BUSINESS 41. SAID DISTANCES VARY.

Z.5 ZONING ORD., SECTION 461.C.2.a. TO CHANGE THE MINIMUM SETBACK FOR BUILDINGS, PARKING, INTERNAL ROADS OR DRIVES FROM THE DEVELOPMENT PERIMETER FROM 25 FEET TO THE DISTANCES WHICH NOW EXIST BETWEEN BUILDINGS, PARKING, INTERNAL ROADS OR DRIVES AND THE DEVELOPMENT PERIMETER OR 25 FEET, WHICHEVER IS LESS.

Z.6 ZONING ORD., SECTION 461.C.2.a.3) WITH REGARD TO EXISTING PRINCIPAL BUILDINGS, TO CHANGE THE MINIMUM SEPARATION BETWEEN PRINCIPAL BUILDINGS FROM ONE-HALF THE SUM OF THEIR HEIGHTS OR TWENTY FEET, WHICHEVER IS GREATER, TO ONE-HALF THE SUM OF THEIR HEIGHTS OR TWENTY FEET, WHICHEVER IS GREATER, BUT NOT GREATER THAN THE DISTANCES WHICH NOW EXIST BETWEEN EXISTING PRINCIPAL BUILDINGS. SAID DISTANCES VARY.

D.1 DSO, SECTION 9.D. TO CHANGE THE MINIMUM INTERSECTION SEPARATION ON AN ARTERIAL STREET FROM 660 FEET TO APPROXIMATELY 120 FEET BETWEEN EXISTING ACCESSWAYS.

D.2 DSO, SECTION 10.G.1. TO ELIMINATE THE REQUIREMENT THAT A DRAINAGE EASEMENT OR RIGHT-OF-WAY BE PROVIDED FOR THE EXISTING LAKE.

D.3 DSO, SECTION 10.H.5.a.2 & e. WITH REGARD TO THE EXISTING LAKE, TO CHANGE THE MINIMUM SETBACK FOR EXCAVATIONS FROM A PROPERTY LINE FROM 50 FEET TO APPROXIMATELY 35 FEET, UNFENCED; AND TO DELETE THE STIPULATION OF DEVELOPMENT ORDER EXEMPTION NO. 95-03-049-06E, DATED MAY 17, 1993, THAT THE SOUTHWEST PART OF THE LAKE MUST BE FILLED TO PROVIDE A 50 FOOT LAKE SETBACK.

D.4 DSO, SECTION 10.H.5.c. WITH REGARD TO THE EXISTING LAKE, TO CHANGE THE MAXIMUM DEPTH FROM 12 FEET TO THE EXISTING DEPTH OR 12 FEET, WHICHEVER IS GREATER. THE EXISTING DEPTH IS UNKNOWN.

D.5 DSO, SECTION 10.H.5.d. WITH REGARD TO THE EXISTING LAKE, TO CHANGE THE BANK SLOPE RATIO FROM NOT GREATER THAN 4(H); 1(V) TO THE SLOPE RATIO OF THE EXISTING LAKE BANK. THE SLOPE OF THE EXISTING LAKE BANK VARIES.

D.6 DSO, SECTION 13.C.3.a. IN THE EXISTING DEVELOPMENT AREA, TO CHANGE THE MINIMUM AVERAGE WIDTH OF OPEN SPACE AREAS FROM TWENTY FEET TO TEN FEET.

D.7 DSO, SECTION 13.C.4.d. TO INCREASE THE PERCENTAGE OF REQUIRED OPEN SPACE FOR THE EXISTING DEVELOPMENT AREA, WHICH MAY BE OFFSET BY EXISTING BODIES OF WATER FROM TWENTY-FIVE PERCENT TO FIFTY PERCENT.

D.8 DSO, SECTION 13.D. ALONG BUSINESS 41 AND ALONG PROPERTY LINES ABUTTING PROPERTIES TO THE NORTH AND SOUTH, TO WAIVE PLANTED BUFFER AND SCREENING REQUIREMENTS FOR EXISTING USES. EXISTING PAVEMENT SHALL NOT BE REQUIRED TO BE REMOVED FOR THE CREATION OF BUFFERS.

D.9 DSO, SECTION 9.B. ALONG BUSINESS 41, DUE TO THE CONFIGURATION OF THE EXISTING DEVELOPMENT AREA, TO WAIVE THE REQUIREMENT FOR AN ACCESS STREET.

- LIST OF USES
- Amusement Park
 - Auto Parts Store
 - Automobile Repair and Services, Groups I and II
 - Automobile Service Station
 - Banks and Financial Institutions, Groups I and II
 - Bar or Cocktail Lounge
 - Boat Parts Stores
 - Broadcasting Studio, Commercial Radio and Television
 - Business Services, All Groups
 - Car Wash
 - Clothing Stores, General
 - Clubs, Commercial, Fraternal
 - Consumption on Premises
 - Convenience Food and Beverage Stores
 - Cultural Facilities
 - Department Store
 - Drive-Thru Facility
 - Flea Market, Indoor and Open
 - Food Stores, Groups I and II
 - Hobby, Toy and Game Shops
 - Hotel, Motel
 - Household/Office Furnishings, Groups I, II
 - Lawn and Garden Supply Store
 - Mobile Home Dealer
- LIST OF USES (CONTINUED)
- Music Store
 - Night Club
 - Novelties, Jewelry, Toys, Signs
 - Manufacturing, Groups I, II and III
 - Package Store
 - Paint, Glass and Wall Paper Store
 - Personal Services, Groups I, II and III
 - Plant Nursery
 - Produce Market
 - Recreation Facilities, Commercial
 - Recreation, Commercial, All Groups
 - Rental Establishments, Groups I and II
 - Repair Shops, All Groups
 - Restaurants, Groups I, II, and III
 - Self-Service Fuel Pump Stations
 - Self-Service Fuel Pumps
 - Specialty Retail Shops, Groups I and II
 - Studios
 - Temporary Uses; Carnivals, Fairs, Circuses, Amusement Devices and Christmas Tree Sales
 - Towers, Communication
 - Used Merchandise Stores, All Groups
 - Variety Store
 - Vehicle and Equipment Dealers, All Groups
 - Wholesale Establishments, All Groups

- LEGEND
- DEVELOPMENT AREA BOUNDARY
 - DEVELOPMENT AREA ACCESS POINT
 - EXTERNAL SITE ACCESS POINT
 - EXISTING BUS STOP
 - MATURE OAK
 - WASHINGTONIA PALM
 - DATE PALM
 - MAPLE
 - EXISTING 25' WIDE VEGETATIVE BUFFER

PREPARED FOR:

THE SHELL FACTORY, LC

P.O. BOX 6966
FORT MYERS, FL 33911

NO. DATE REVISION DESCRIPTION BY

Banks Engineering
Professional Engineers, Planners, & Land Surveyors
FORT MYERS ♦ NAPLES ♦ SARASOTA ♦ CHARLOTTE

10511 SIX MILE CYPRESS PARKWAY
FORT MYERS, FLORIDA 33966
PHONE: (239) 939-5495 FAX: (239) 939-2523
ENGINEERING LICENSE # ES 6460
SURVEY LICENSE # LB 6690
WWW.BANKSENGINEERING.COM

MASTER CONCEPT PLAN
THE SHELL FACTORY
LEE COUNTY, FLORIDA

DATE	PROJECT	DRAWING	DESIGN	DRAWN	CHECKED	SCALE	SHEET
JUN 23, 2009	2533	MSP 02			TRL	1" = 60'	1

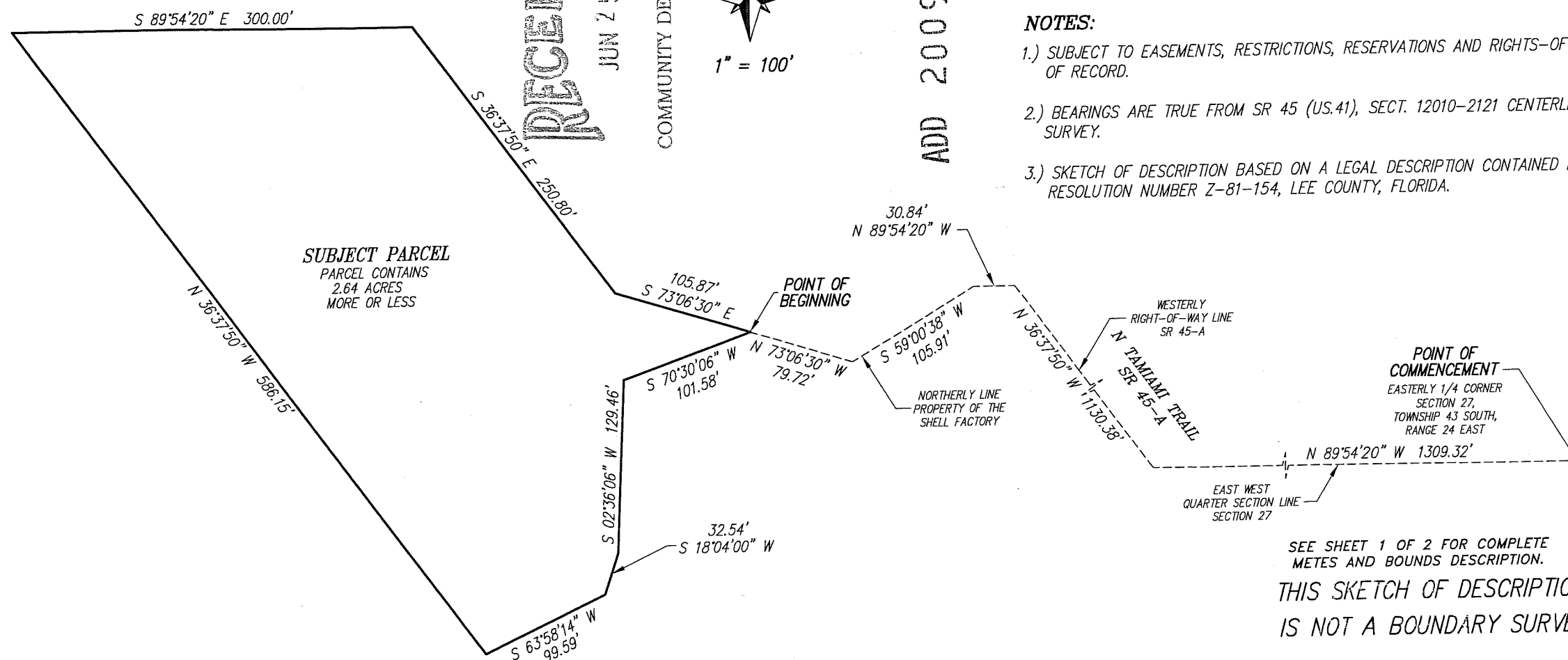
EXHIBIT C

Banks Engineering

PROFESSIONAL ENGINEERS, LAND SURVEYORS & PLANNERS
FLORIDA BUSINESS CERTIFICATION NUMBER LB 6690
10511 SIX MILE CYPRESS PARKWAY - SUITE 101
FORT MYERS, FLORIDA 33966
(239) 939-5490

SKETCH OF DESCRIPTION

OF
A TRACT OR PARCEL OF LAND LYING IN
SECTION 27, TOWNSHIP 43 SOUTH, RANGE 24 EAST,
LEE COUNTY, FLORIDA

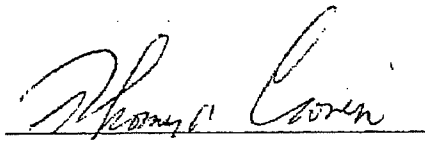


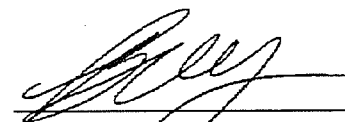
This Agreement between the ***Shell Factory LLC*** and ***North Crossroads Ventures*** is for rental of an acre to be used for overflow Events parking, to continue until terminated or modified by the principals, with a 30 day notice by either party.

Shell Factory, LLC agrees to furnish North Crossroads Ventures with a current liability policy, keep the property clean and pay \$500.00/per month land rent.

North Crossroads Ventures agrees to allow Shell Factory LLC to clear property.

The first payment has been accepted by Land owner and is due and payable on the 1st of each month.


Shell Factory LLC
Address 2787 N. Tavernier Trl.
Phone 239-995-2141 Ext. 117
By [Signature]
Witness [Signature]
Print Sam Pleskora
Date 6/24/09


North Crossroads Ventures
Address 3241 SE/ST CT. CAPE CORAL FL. 33904
Phone 239-822-1003
By [Signature]
Witness [Signature]
Print Donna Watts
Date 6/25/09

LEE COUNTY PROPERTY APPRAISER

PROPERTY DATA FOR PARCEL 27-43-24-00-00009.0010

TAX YEAR 2008

Parcel data is available for the following tax years:

[[2001](#) | [2002](#) | [2003](#) | [2004](#) | [2005](#) | [2006](#) | [2007](#) | [2008](#)]

[[Next Lower Parcel Number](#) | [Next Higher Parcel Number](#) | [Display Building Permits on this Parcel](#) | [Display Tax Bills on this Parcel](#) | [Tax Estimator](#)]

OWNERSHIP, LEGAL, SALES AND DISTRICT DATA ARE FROM THE CURRENT DATABASE. LAND, BUILDING, VALUE AND EXEMPTION DATA ARE FROM THE 2008 ROLL.

PROPERTY DETAILS

OWNER OF RECORD

NORTH CROSSROADS VENTURES INC
3241 SE 1ST CT
CAPE CORAL FL 33904

SITE ADDRESS

2805 N TAMIAMI TRL
NORTH FORT MYERS FL 33903

LEGAL DESCRIPTION

PARL IN N E 1/4 DESC IN
OR 2110 PG 4694 +
OR 2059/4091

[[VIEWER](#)] TAX MAP [[PRINT](#)][[PICTOMETRY AERIAL VIEWER](#)]

TAXING DISTRICT

001 - NORTH FT MYERS LIGHT/FIRE

DOR CODE

10 - VACANT COMMERCIAL

PROPERTY VALUES (TAX ROLL 2008)

[[HISTORY CHART](#)]

JUST	1,776,030
ASSESSED	1,776,030
ASSESSED SOH	1,776,030
TAXABLE	1,776,030
BUILDING	0
BUILDING FEATURES	0

INCL. IN BLDG VALUE.

EXEMPTIONS

HOMESTEAD
WIDOW
WIDOWER
DISABILITY
WHOLLY
AGRICULTURE

ATTRIBUTES

0	LAND UNITS	MIXED USE
0	OF MEASURE**	
0	TOTAL	
0	NUMBER OF	173,758.36
0	LAND UNITS	
0	FRONTAGE	0
0	DEPTH	0
	BEDROOMS	

LAND	1,776,030	
LAND		INCL. IN
FEATURES	24,250	LAND VALUE.
SOH DIFFERENCE	0	

BATHROOMS	
TOTAL BUILDING SQFT	
1ST YEAR BUILDING ON TAX ROLL	1962
HISTORIC DISTRICT	No
** MULTIPLE LAND LINES - SEE APPRAISAL DETAIL	

SALES/TRANSACTIONS

SALE PRICE	DATE	OR NUMBER	TYPE	TRANSACTION DETAILS DESCRIPTION	VACANT / IMPROVED
1,707,000	8/30/2005	<u>2005000005201</u>	06	Qualified (Fair Market Value / Arms Length / One STRAP #)	V
100	5/1/1996	<u>2719/1729</u>	01	Disqualified (Doc Stamp .70 / SP less th \$100 / Other Disq)	V
100	4/1/1995	<u>2719/1670</u>	01	Disqualified (Doc Stamp .70 / SP less th \$100 / Other Disq)	V

SOLID WASTE (GARBAGE) ROLL DATA

SOLID WASTE DISTRICT	ROLL TYPE	CATEGORY	UNIT/AREA	TAX AMOUNT
005 - Service Area 5	-		0	0.00

COLLECTION DAYS

ELEVATION INFORMATION

STORM SURGE CATEGORY	RATE CODE	COMMUNITY	PANEL	VERSION	DATE
4/5	A-EL17 est	125124	0259	F	8/28/2008

Please contact Lee County DCD at 239-533-8597 to verify your flood zone status.

[[Show](#)]

APPRAISAL DETAILS

TRIM (*proposed* tax) Notices are available for the following tax years:

[[1997](#) | [1998](#) | [1999](#) | [2000](#) | [2001](#) | [2002](#) | [2003](#) | [2004](#) | [2005](#) | [2006](#) | [2007](#) | [2008](#)]

[[Next Lower Parcel Number](#) | [Next Higher Parcel Number](#)]

[[New Query](#) | [Parcel Queries Page](#) | [Lee PA Home](#)]

This site is best viewed with [Microsoft Internet Explorer 5.5+](#) or [Netscape Navigator 6.0+](#).
Page was last modified Thursday, April 16, 2009 4:02:30 PM.

FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS					
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No Events	No Name History	Submit			
Detail by Entity Name					
<u>Florida Profit Corporation</u>					
NORTH CROSSROADS VENTURES, INC.					
<u>Filing Information</u>					
Document Number P05000093855					
FEI/EIN Number 203085380					
Date Filed 07/01/2005					
State FL					
Status ACTIVE					
<u>Principal Address</u>					
3241 SE 1ST COURT CAPE CORAL FL 33904					
<u>Mailing Address</u>					
3241 SE 1ST COURT CAPE CORAL FL 33904					
<u>Registered Agent Name & Address</u>					
GRUNBERG, BONNIE G 3241 SE 1ST COURT CAPE CORAL FL 33904 US					
<u>Officer/Director Detail</u>					
Name & Address					
Title SEC					
GRUNBERG, BONNIE G 3241 SE 1ST COURT CAPE CORAL FL 33904 US					
Title TRES					
SHOCKLEY, TAMMY J 3241 SE 1ST COURT CAPE CORAL FL 33904 US					
Title PRES					
MULLIGAN, MARK 3237 SE 1ST COURT CAPE CORAL FL 33904 US					
Title VP					
GRUNBERG, MARK 3955 LUVERNE STREET FORT MYERS FL 33901 US					

Title VP

HILL, DONALD
3955 LUVERNE STREET
FORT MYERS FL 33901 US

Annual Reports

Report Year Filed Date

2007	05/07/2007
2008	04/11/2008
2009	04/09/2009

Document Images

04/09/2009 -- ANNUAL REPORT	View image in PDF format
04/11/2008 -- ANNUAL REPORT	View image in PDF format
05/07/2007 -- ANNUAL REPORT	View image in PDF format
04/13/2006 -- ANNUAL REPORT	View image in PDF format
07/01/2005 -- Domestic Profit	View image in PDF format

Note: This is not official record. See documents if question or conflict.

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S:\J085\2533\2533\ZONING\SITE PLANS\2533-MSP 02.DWG 6/24/2009 4:52 PM STEVE JOHNSON

DEVELOPMENT PARAMETERS				
SIZE	EXISTING DEVELOPMENT AREA APPROX. 12 ACRES	NORTHWEST DEVELOPMENT AREA APPROX. 1 ACRE	SOUTHWEST DEVELOPMENT AREA APPROX. 4 ACRES	OVERALL DEVELOPMENT 17.03 ACRES
MAX. HT. OF BLDGS.	55 FEET	55 FEET	55 FEET	55 FEET
COMMERCIAL G.L.A. (MAX.)	150,000 SQ. FT.	17,400 SQ. FT.	69,700 SQ. FT.	237,100 SQ. FT.
HOTEL/MOTEL TRANSIENT EFFICIENCY CONVENTION	N/A	N/A 25 UNITS N/A	100 NITS 100 UNITS 200 UNITS	100 UNITS 125 UNITS 200 UNITS
BUFFERS	AS REQ'D. BY DSO, (MODIFIED BY DEVIATION D8)	AS REQ'D. BY DSO, (MODIFIED BY DEVIATION D8)	AS REQ'D. BY DSO, (MODIFIED BY DEVIATION D8)	AS REQ'D. BY DSO, (MODIFIED BY DEVIATION D8)
ENV. SENSITIVE LAND AND WATER	NONE	NONE	NONE	NONE
PUBLIC TRANSIT FACILITIES OPEN SPACE	LEE TRAN ROUTE ON BUSINESS 41 1.8 AC. ON LAND 3.6 AC. LAKE 3.6 AC. TOTAL	LEE TRAN ROUTE ON US 41 0.23 AC. ON LAND 0.07 AC. CREDIT FOR LAKE	LEE TRAN ROUTE ON US 41 0.9 AC. ON LAND 0.3 AC. CREDIT FOR LAKE	LEE TRAN 2.93 AC. ON LAND 2.17 AC. LAKE 5.1 AC. TOTAL (30%)
DEVIATIONS	ALL	Z.5; D.7, D.8	Z.5; D.7, D.8	
PROPERTY DEVELOPMENT REGULATIONS	CG	CG	CG	CG

- LEGEND**
- DEVELOPMENT AREA BOUNDARY
 - DEVELOPMENT AREA ACCESS POINT
 - ✱ EXTERNAL SITE ACCESS POINT
 - ⬡ EXISTING BUS STOP
 - MATURE OAK
 - ✱ WASHINGTONIA PALM
 - ✱ DATE PALM
 - MAPLE
 - ▨ EXISTING 25' WIDE VEGETATIVE BUFFER

PREPARED FOR:
THE SHELL FACTORY, LC
P.O. BOX 6966
FORT MYERS, FL 33911

NO.	DATE	REVISION DESCRIPTION	BY

Banks Engineering
Professional Engineers, Planners, & Land Surveyors
FORT MYERS ♦ NAPLES ♦ SARASOTA ♦ CHARLOTTE
10511 SIX MILE CYPRESS PARKWAY
FORT MYERS, FLORIDA 33966
PHONE: (239) 339-5400 FAX: (239) 339-2523
ENGINEERING LICENSE # EB 6469
SURVEY LICENSE # LB 6690
WWW.BANKSENG.COM

MASTER CONCEPT PLAN THE SHELL FACTORY LEE COUNTY, FLORIDA							
DATE	PROJECT	DRAWING	DESIGN	DRAWN	CHECKED	SCALE	SHEET
JUN 23, 2009	2533	MSP 02	TRL	MJK	TRL	1" = 60'	1

SCHEDULE OF DEVIATIONS

- Z.1 ZONING ORD., SECTION 202.16.C.1.**
ALONG BUSINESS 41, TO ALLOW 21 EXISTING PARKING SPACES TO CONTINUE TO BE EXITED BY BACKING INTO THE RIGHT-OF-WAY OF BUSINESS 41.
- Z.2 ZONING ORD., SECTION 202.16.C.2.**
ALONG BUSINESS 41, TO CHANGE THE MAXIMUM WIDTH FOR A PARKING LOT ENTRANCE FROM 35 FEET TO APPROXIMATELY 50 FEET FOR EXISTING ACCESSWAYS.

- Z.3 ZONING ORD., SECTION 202.16.F.**
WITH REGARD TO EXISTING PARKING, TO ALLOW EXISTING PARKING SPACES AND AISLES NOT TO MEET CURRENT PARKING LOT DIMENSIONAL STANDARDS (EXISTING DIMENSIONS VARY AND ARE NOT KNOWN); AND, TO ALLOW EXISTING PARKING SPACES WHICH DO NOT ABUT A CURB, FENCE, WALL OR OTHER STRUCTURE NOT TO BE PROVIDED WITH A PARKING BLOCK.
- Z.4 ZONING ORD., SECTION 202.18.B.2.a.**
ALONG BUSINESS 41, TO CHANGE THE MINIMUM SETBACK FOR BUILDINGS AND STRUCTURES FROM THE RIGHT-OF-WAY OF AN ARTERIAL OR COLLECTOR STREET FROM 25 FEET (WITHOUT FRONTAGE STREET, OR 65 FEET WITH FRONTAGE STREET) TO THE DISTANCES, WHICH NOW EXIST BETWEEN BUILDINGS AND STRUCTURES AND THE RIGHT-OF-WAY OF BUSINESS 41. SAID DISTANCES VARY.

- Z.5 ZONING ORD., SECTION 461.C.2.a.**
TO CHANGE THE MINIMUM SETBACK FOR BUILDINGS, PARKING, INTERNAL ROADS OR DRIVES FROM THE DEVELOPMENT PERIMETER FROM 25 FEET TO THE DISTANCES WHICH NOW EXIST BETWEEN BUILDINGS, PARKING, INTERNAL ROADS OR DRIVES AND THE DEVELOPMENT PERIMETER OR 25 FEET, WHICHEVER IS LESS.

- Z.6 ZONING ORD., SECTION 461.C.2.a.3)**
WITH REGARD TO EXISTING PRINCIPAL BUILDINGS, TO CHANGE THE MINIMUM SEPARATION BETWEEN PRINCIPAL BUILDINGS FROM ONE-HALF THE SUM OF THEIR HEIGHTS OR TWENTY FEET, WHICHEVER IS GREATER, TO ONE-HALF THE SUM OF THEIR HEIGHTS OR TWENTY FEET, WHICHEVER IS GREATER, BUT NOT GREATER THAN THE DISTANCES WHICH NOW EXIST BETWEEN EXISTING PRINCIPAL BUILDINGS. SAID DISTANCES VARY.

- D.1 DSO, SECTION 9.D.** TO CHANGE THE MINIMUM INTERSECTION SEPARATION ON AN ARTERIAL STREET FROM 660 FEET TO APPROXIMATELY 120 FEET BETWEEN EXISTING ACCESSWAYS.

- D.2 DSO, SECTION 10.G.1.** TO ELIMINATE THE REQUIREMENT THAT A DRAINAGE EASEMENT OR RIGHT-OF-WAY BE PROVIDED FOR THE EXISTING LAKE.

- D.3 DSO, SECTION 10.H.5.a.2 & e.** WITH REGARD TO THE EXISTING LAKE, TO CHANGE THE MINIMUM SETBACK FOR EXCAVATIONS FROM A PROPERTY LINE FROM 50 FEET TO APPROXIMATELY 35 FEET, UNFENCED; AND TO DELETE THE STIPULATION OF DEVELOPMENT ORDER EXEMPTION NO. 93-03-049-06E, DATED MAY 17, 1993, THAT THE SOUTHWEST PART OF THE LAKE MUST BE FILLED TO PROVIDE A 50 FOOT LAKE SETBACK.

- D.4 DSO, SECTION 10.H.5.c.** WITH REGARD TO THE EXISTING LAKE, TO CHANGE THE MAXIMUM DEPTH FROM 12 FEET TO THE EXISTING DEPTH OR 12 FEET, WHICHEVER IS GREATER. THE EXISTING DEPTH IS UNKNOWN.

- D.5 DSO, SECTION 10.H.5.d.** WITH REGARD TO THE EXISTING LAKE, TO CHANGE THE BANK SLOPE RATIO FROM NOT GREATER THAN 4(H); 1(V) TO THE SLOPE RATIO OF THE EXISTING LAKE BANK. THE SLOPE OF THE EXISTING LAKE BANK VARIES.

- D.6 DSO, SECTION 13.C.3.a.** IN THE EXISTING DEVELOPMENT AREA, TO CHANGE THE MINIMUM AVERAGE WIDTH OF OPEN SPACE AREAS FROM TWENTY FEET TO TEN FEET.

- D.7 DSO, SECTION 13.C.4.d.** TO INCREASE THE PERCENTAGE OF REQUIRED OPEN SPACE FOR THE EXISTING DEVELOPMENT AREA, WHICH MAY BE OFFSET BY EXISTING BODIES OF WATER FROM TWENTY-FIVE PERCENT TO FIFTY PERCENT.

- D.8 DSO, SECTION 13.D.** ALONG BUSINESS 41 AND ALONG PROPERTY LINES ADJUTING PROPERTIES TO THE NORTH AND SOUTH, TO WAIVE PLANTED BUFFER AND SCREENING REQUIREMENTS FOR EXISTING USES. EXISTING PAVEMENT SHALL NOT BE REQUIRED TO BE REMOVED FOR THE CREATION OF BUFFERS.

- D.9 DSO, SECTION 9.B.** ALONG BUSINESS 41, DUE TO THE CONFIGURATION OF THE EXISTING DEVELOPMENT AREA, TO WAIVE THE REQUIREMENT FOR AN ACCESS STREET.

RECEIVED
JUN 25 2009

COMMUNITY DEVELOPMENT

ADD 2009-00051

LIST OF USES

- Amusement Park
- Auto Parts Store
- Automobile Repair and Services, Groups I and II
- Automobile Service Station
- Banks and Financial Institutions, Groups I and II
- Bar or Cocktail Lounge
- Boat Parts Stores
- Broadcasting Studio, Commercial Radio and Television
- Business Services, All Groups
- Car Wash
- Clothing Stores, General
- Clubs, Commercial, Fraternal
- Consumption on Premises
- Convenience Food and Beverage Stores
- Cultural Facilities
- Department Store
- Drive-Thru Facility
- Flea Market, Indoor and Open
- Food Stores, Groups I and II
- Hobby, Toy and Game Shops
- Hotel, Motel
- Household/Office Furnishings, Groups I, II
- Lawn and Garden Supply Store
- Mobile Home Dealer

LIST OF USES (CONTINUED)

- Music Store
- Night Club
- Novelties, Jewelry, Toys, Signs
- Manufacturing, Groups I, II and III
- Package Store
- Paint, Glass and Wall Paper Store
- Personal Services, Groups I, II and III
- Plant Nursery
- Produce Market
- Recreation Facilities, Commercial
- Recreation, Commercial, All Groups
- Rental Establishments, Groups I and II
- Repair Shops, All Groups
- Restaurants, Groups I, II, and III
- Self-Service Fuel Stations
- Self Service Fuel Pumps
- Specialty Retail Shops, Groups I and II
- Studios
- Temporary Uses; Carnivals, Fairs, Circuses, Amusement Devices and Christmas Tree Sales
- Towers, Communication
- Used Merchandise Stores, All Groups
- Variety Store
- Vehicle and Equipment Dealers, All Groups
- Wholesale Establishments, All Groups

APPROVED
Amendment to
Master Concept Plan
Subject to Case # ADD2009-00051
Date 11/6/2009

