

**MEMORANDUM OF PURCHASE  
AND SALE OF MEMBERSHIP INTEREST (“MEMORANDUM”)**

This Memorandum is executed by Black Creek Village Development, LLC, a Florida limited liability company (the “Seller” or “Black Creek”) and \_\_\_\_\_ (the “Buyer”).

**RECITALS**

WHEREAS, Black Creek is a Florida for-profit limited liability company that intends to offer Class “B” Membership interests to interested purchasers; and

WHEREAS, the undersigned Buyer intends to purchase a Class “B” Membership in Black Creek;

It is hereby COVENANTED and AGREED as follows:

1. Seller and Buyer agree that Buyer will purchase a single Class “B” Membership interest in Black Creek Village Development, LLC, for the purchase price of \_\_\_\_\_ (\$\_\_\_\_\_).

2. Buyer is purchasing the membership interest for his, her or its own account, for investment only, and not with a view to the resale or other distribution of the membership interest unless such resale is specifically authorized by the Black Creek Operating Agreement and the Class “A” Members.

3. The Seller represents that the Seller is the sole record and beneficial owner of the membership interest to be sold and has full power and authority to transfer the membership interest to Buyer. The Seller is not a party to, or bound by, any agreement, written or oral, creating rights with respect to the membership interest and any third parties.

4. Upon the tender of the purchase price of the membership interest, the member will be presented with a Membership Certificate documenting his, her or its ownership of Class “B” Membership in Black Creek Village Development, LLC. The Buyer’s Class “B” Membership certificate number will be \_\_\_\_\_.

5. Buyer also acknowledges receipt of the Black Creek Operating Agreement.

**6. THE PURCHASER ACKNOWLEDGES THAT THE PURCHASER HAS KNOWLEDGE AND EXPERIENCE IN FINANCE AND BUSINESS MATTERS IN ORDER TO EVALUATE THE RISK AND MERITS OF THE INVESTMENT IN BLACK CREEK. PURCHASER ACKNOWLEDGES THAT HE, SHE OR IT IS ABLE TO BEAR THE**

**INVESTMENT'S ECONOMIC RISK. PURCHASER ACKNOWLEDGES THAT HE, SHE OR IT HAS ACCESS TO INFORMATION ON BLACK CREEK INCLUDING THE OPERATING AGREEMENT WHICH IS ATTACHED TO THIS MEMORANDUM.**

**PURCHASER UNDERSTANDS THAT HE, SHE OR IT WILL NOT BE ABLE TO RESELL OR DISTRIBUTE THE CLASS "B" MEMBERSHIP TO THE GENERAL PUBLIC.**

BLACK CREEK VILLAGE DEVELOPMENT, LLC

By: \_\_\_\_\_

Its: \_\_\_\_\_

BUYER:

Print Name: \_\_\_\_\_