

**COMMERCIAL & INVESTMENT REAL ESTATE
PURCHASE & SALE AGREEMENT**

MEMORANDUM OF PURCHASE AND SALE AGREEMENT

Reference Number :

Grantor(s):

additional grantor names on page ___

1. M AND B III, LLC, A WASHINGTON LIMITED LIABILITY COMPANY

2.

Grantee(s):

additional grantee names on page ___

1. AVALON DEVELOPMENT, LLC, AN ARIZONA LIMITED LIABILITY COMPANY

2.

Abbreviated legal description:

full legal on page(s) 5

LOT 2, MOUNT VERNON SHORT PLAT NO. MV-5-98- AUDITORS FILE NO. 199908310020

Assessor Parcel / Tax ID Number:

additional tax parcel number(s) on page ___

P27122/340421-2-006-0001

**COMMERCIAL & INVESTMENT REAL ESTATE
PURCHASE & SALE AGREEMENT**

MEMORANDUM OF PURCHASE AND SALE AGREEMENT

Upon recordation return to:
Robert N. Brier
Brier, Irish & Hubbard, P.L.C.
6245 North 24th Parkway, Suite 100
Phoenix, Arizona 85016-2029

MEMORANDUM OF PURCHASE AND SALE AGREEMENT

On January 7, 2021, M AND B III, LLC, a Washington limited liability company ("Seller"), entered into that certain Commercial & Investment Real Estate Purchase & Sale Agreement (the "Agreement"), under the terms and conditions of which Seller agreed to sell to AVALON DEVELOPMENT, LLC, an Arizona limited liability company ("Buyer"), the real property legally described on the attached Exhibit A (the "Property").

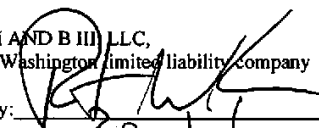
All of the terms and conditions of the Agreement are incorporated herein by this reference as though fully set forth within this instrument.

If the Agreement is terminated without conveyance of the Property by Seller to Buyer, then Buyer shall, within twenty (20) days after written request from Seller, execute and deliver to Seller for recording a Termination of Memorandum Purchase and Sale Agreement in a form reasonably acceptable to the parties.

In Witness Whereof, the parties have executed this Memorandum Purchase and Sale Agreement on this 27 day of May, 2021.

SELLER:

M AND B III, LLC,
a Washington limited liability company

By: 
Name: Bob Warshaw
Its: Manager

BUYER:

AVALON DEVELOPMENT, LLC,
an Arizona limited liability company

By: 
Name: Scott Whittington
Its: Manager

[Notary acknowledgments on following page.]

**EXHIBIT 1
TO
FIRST AMENDMENT TO
COMMERCIAL & INVESTMENT REAL ESTATE
PURCHASE & SALE AGREEMENT**

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In Witness Whereof, the parties have executed this Memorandum Purchase and Sale Agreement on this 27 day of May, 2021.

SELLER:

M AND B III, LLC,
a Washington limited liability company

By: _____
Name: _____
Its: _____

BUYER:

AVALON DEVELOPMENT, LLC,
an Arizona limited liability company

By:  _____
Name: Scott Whittington
Its: Manager

[Notary acknowledgments on following page.]

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 7th day of May, 2021, by Scott Whittington, the Manager of AVALON DEVELOPMENT, LLC, an Arizona limited liability company, and acknowledged that he executed the within and the foregoing instrument for and on behalf of said limited liability company, being authorized so to do, for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Handwritten Signature]

Notary Public

My Commission Expires:
August 18, 2023



STATE OF _____)
) ss.
County of _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 2021, by Scott Whittington, the _____ of M AND B III, LLC, a Washington limited liability company, and acknowledged that he executed the within and the foregoing instrument for and on behalf of said limited liability company, being authorized so to do, for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

My Commission Expires:

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 7th day of May, 2021, by Scott Whittington, the Manager of AVALON DEVELOPMENT, LLC, an Arizona limited liability company, and acknowledged that he executed the within and the foregoing instrument for and on behalf of said limited liability company, being authorized so to do, for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Handwritten Signature]

Notary Public

My Commission Expires:
August 18, 2023



STATE OF Washington)
) ss.
County of Whatcom)

Robert A. Warshawer
The foregoing instrument was acknowledged before me this 27th day of May, 2021, by ~~Scott Whittington~~, the ~~manager~~ of M AND B III, LLC, a Washington limited liability company, and acknowledged that he executed the within and the foregoing instrument for and on behalf of said limited liability company, being authorized so to do, for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Handwritten Signature]

Notary Public

My Commission Expires:
3-6-25



EXHIBIT "A"
Legal Description

LOT 2, MOUNT VERNON SHORT PLAT NO. MV-5-98, APPROVED AUGUST 30, 1999, A AUDITOR'S FILE NO. 199908310020, RECORDS OF SKAGIT COUNTY, WASHINGTON; BEING A PORTION OF THE NORTHWEST 1/4 OF SECTION 21, TOWNSHIP 34 NORTH, RANGE 4 EAST, W.M.

APN: P27122/340421-2-006-0001