

sale of all or any portion of the Subject Property and to do all acts and execute and deliver all deeds or other instruments necessary, appropriate, or convenient to sell and convey title to all or any portion of the Subject Property or otherwise to carry out the purposes of this Article.

Paragraph 4. Sale Proceeds. The net proceeds derived from the sale of the Class I Lots, Class I Amenities, Class I Common Furnishings, and Class I Accommodations shall be distributed to the Class I UDI Owners after the Association (Class) has provided for any unpaid debts or liabilities of the Class I UDI Owners. Each Class I UDI Owner's share of such proceeds shall be determined by multiplying the total amount of such proceeds by a fraction, the numerator of which is the number of undivided interests owned by such Class I UDI Owner, and the denominator of which is nine hundred (900). **In the event that less than all of the Class I Lots, Class I Amenities, Class I Common Furnishings, and Class I Accommodations are sold, the net proceeds of such sale shall be deemed to be undistributed common profits of the Class I UDI Owners and shall be used by the Associations (Class I) as provided in this Declaration.**

Paragraph 5. Sale by Unanimous Consent. Notwithstanding any other provision of the Article to the contrary, the Class I UDI Owners, including Declarant, of all the Undivided Interests in the Subject Property shall have the right to sell all or any portion of the Class I Lots, Class I Amenities, Class I Common Furnishings, and Class I Accommodations at any time or from time to time upon the unanimous consent of all Class I UDI Owners and the Declarant.

Paragraph 6. Subordination. It is intended that the Declaration alone shall govern all rights of Class I UDI Owners with respect to the use, possession, enjoyment and management of the Subject Property and the PRD Property and present and prospective phases in the Master Plan and likewise shall govern the disposition of the undivided interest conveyed in the Subject Property. Accordingly, all rights with respect to the use, possession, enjoyment, management, and disposition aforesaid which a Class I UDI Owner might otherwise have as a tenant-in-common (including, but not limited to any common law or statutory right jointly to use, possess, or manage commonly owned property) or otherwise, are hereby unconditionally and irrevocable subordinated to this Declaration for so long as this Declaration shall remain in effect.