



Bentley Beach Club Miami Beach

It is our great pleasure to introduce you to an exceptional new beach club in the Hilton Bentley at 101 Ocean Drive in Miami Beach. BBC is a newly developed luxury beach club located on the world-acclaimed South Beach of Miami, Florida, on the palm-shaded Ocean Drive. A beach club which will hold a special affinity for the Miami Beach way of life and its unique lifestyle and will offer the finest in modern comforts for its well traveled guests.

It is the desire and intent of the BBC to provide members and their guests an exceptional private club experience and the finest of services. BBC is intended to provide a superior beach access facility with free valet parking. Improving the Miami Beach experience is at the heart of BBC's mission.

The Bentley Beach Club will be the place to gather with family and friends. Whether it's for lounging at the beach or swimming in the ocean, or simply relaxing in the beach cabanas, BBC will enhance and augment the daily life year-round residents enjoy in Miami Beach.

Located at the tip of South Beach, members will enjoy fine Mediterranean dining in our casually elegant Gaia ristorante for casual indoor dining and service to the beach. Gaia ristorante also offers a great room for parties, special events and club activities.

At the heart of any club are its members. We have been gratified by the response to this membership opportunity and we are presently in the process of welcoming three hundred members (300) and their families into BBC.

Enclosed you will find information on BBC services and amenities, the Membership Plan and Membership application. If you require additional information, or have specific questions, please contact us at 305.938.4644 or 305.879.4734. The Membership office is open from 9 am-5 pm, Monday through Friday. You can also find more information online at www.bentleybeachclub.com.

Sincerely ,

Tom Cunha
BBC Director

Membership Plan

Membership Opportunity

This Membership Plan describes the membership opportunities in the Bentley Beach Club (BBC). BBC is a new exclusive beach club, located in Miami Beach, at the tip of the famous South Beach in Miami, Florida, featuring exceptional beach access, hotel, dining and valet parking facilities.

In addition to exceptional Club Facilities for members and their families, membership in BBC offers a number of attractive benefits.

- **Exclusivity.** Membership is by invitation only.
- **Immediate Family Privileges.** A member, his or her spouse and their children, under the age of 12 are entitled to membership privileges without having to pay additional membership dues, according to contract.
- **Preferred Seating.** Members will be entitled to prefer seating in the Gaia ristorante
- **Website.** www.bentleybeachclub.com will provide members with access to important up-to-date club information, upcoming events and activities, club event photos and much more.

Carefully review all membership documents

Every person who desires to obtain a membership should carefully read this Membership Plan. No person has been authorized to give any information or make any representations not contained in this Membership Plan and, if given or made, such information must not be relied upon as having been authorized by BBC.

Memberships at BBC are being offered exclusively for the purpose of permitting Members the recreational use of BBC Facilities. Memberships should not be viewed as an investment and no member should expect to derive any economic rewards from membership in BBC.

Rules and Policies

In order to enhance the recreational and social pleasure of members and their Guests, BBC reserves the right to establish or modify rules, regulations, policies, guidelines, or systems governing access to or reservation of BBC Facilities.

Invitation procedures

Membership shall be by invitation only. A candidate for membership must submit a Membership Candidate Information Statement to BBC. The candidate who is invited for membership must deliver to the Membership Director at BBC, a fully completed and signed Membership Agreement and a payment for the amount required of the membership fee.

Ownership and operation of Club facilities

Bentley Beach Club, LLC, a Florida limited liability company (the "Company"), doing business as the Bentley Beach Club, owns and manages BBC and is implementing the membership program. Where this Membership Plan refers to BBC taking action or having certain rights, the Company or its designees shall take such action and have such rights.

Immediate family privileges

A member's immediate family will be entitled to use BBC Facilities on the same basis as the member. A member's immediate family will include the member's spouse and their children under the age of 12.

Guest privileges

Members may permit guests to use BBC Facilities in accordance with BBC's guest policies. BBC may limit the number of guests and the number of times a particular Guest may use BBC Facilities during each membership year. The member will be responsible for the payment of charges incurred but not paid by his or her guests, including any applicable daily guest fees established by BBC from time to time. Members will also be responsible for the conduct of their guests.

Waiting list to acquire memberships

If memberships are not available, BBC will establish a waiting list of those persons who have notified BBC in writing of their desire to purchase a membership. Resigned memberships will be made available to persons on the waiting list on a first come, first served basis.

Membership period

The BBC membership period will constitute the twelve-month period commencing on the date of membership approval and payment in full, unless otherwise established by BBC from time to time.

Acknowledgment of membership rights

Membership in the BBC permits the member to use BBC Facilities in accordance with this Membership Plan. Membership in BBC is not an investment in the Company or BBC Facilities and does not give a member a vested or prescriptive right or easement to use BBC Facilities. Membership in BBC does not provide a member with equity or ownership interest or any other property interest in the Company or BBC Facilities. A member acquires only a revocable license to use BBC Facilities.

Members are responsible for their own conduct and for the conduct of their family members and guests. Any member whose conduct or whose family's or guest's conduct shall be deemed by BBC to be likely to endanger the welfare, safety, harmony or good reputation of BBC or its members or is otherwise improper, may be expelled from BBC and have all privileges associated with the membership terminated by BBC.

Each member as a condition of membership and each guest as a condition of invitation to BBC Facilities assume sole responsibility for his or her property. BBC shall not be responsible for any loss or damage to any personal property used or stored on BBC Facilities, whether in lockers or elsewhere.

Rights governed by Membership Plan

The members of BBC agree to be bound by the terms and conditions of this Membership Plan and the Rules and Regulations of BBC, as amended from time to time, and irrevocably agree to fully substitute the membership privileges acquired pursuant to this Membership Plan and Rules and Regulations for any present or prior rights in or to use of BBC Facilities.

Hilton Bentley Guests, Promotional & Reciprocal Use

BBC will have the right to designate other persons who will not count toward membership limits, including, without limitation, Hilton Bentley guests, officers, directors, partners, shareholders, employees and designees of the Company and its affiliates and their guests, to use the BBC Facilities upon such terms and conditions as may be determined from time to time by the BBC. The BBC will also have the right to permit prospective members to use the BBC Facilities on such terms and conditions as may be determined from time to time by the BBC. The BBC reserves the right, in its sole and absolute discretion, to restrict or to otherwise reserve in advance BBC Facilities for maintenance and other special events from time to time. BBC may, in its sole discretion, enter into reciprocal use privileges and access agreements with other clubs, as the BBC determines appropriate from time to time.

Club Management and Operation

The Company owns BBC and leases BBC Facilities on a long term basis and the Company will manage and operate BBC Facilities. As a result, the Company is solely responsible for the government and administration of BBC Facilities and BBC and will have the exclusive authority to accept members, set dues and charges, establish rules and regulations and control the management and affairs of BBC Facilities and BBC. BBC also reserves the right to engage a professional management company to operate BBC Facilities.

Acknowledgment of Membership Rights

I acknowledge that membership in the BBC permits the member to use BBC Facilities referred to in the Membership Plan in accordance with the Membership Plan. Membership in BBC is not an investment in the Company, or BBC Facilities, and does not give a member a vested or prescriptive right or easement to use BBC Facilities. Membership in BBC does not provide a member with equity or ownership or any other property interest in the Company or BBC Facilities. A member only acquires a revocable license to use BBC Facilities in accordance with the terms and conditions of the Membership Plan.

BBC reserves the right, in its sole discretion, to terminate or modify the Membership Plan, to reserve memberships, to sell, lease or otherwise dispose of BBC Facilities in any manner whatsoever and to any person whomsoever, to add, issue, modify or terminate any type or category or class of membership, to discontinue operation of any or all of BBC Facilities, to convert BBC into a member-owned club, and to make any other changes in the terms and conditions of the membership or BBC Facilities available for use by members.

I hereby acknowledge that the use of BBC Facilities and any privilege or service incident to membership is undertaken with knowledge of risk of possible injury. I hereby accept any and all risk of injury to myself, my guests and my family sustained while using BBC Facilities or while involved in any event or activity incident to membership in BBC. I agree to release and hold Bentley Beach Club, LLC (the Company) doing business as BBC, any manager or owner of BBC Facilities, their affiliates, their successors and assigns and their respective directors, officers, partners, members, shareholders, employees, representatives and agents harmless in accordance with the provisions of the Rules and Regulations of BBC.

Membership Plan Documents

I hereby acknowledge receipt of the Membership Plan and that I have read and understand it, and agree to be bound by the terms and conditions thereof as the same may be amended from time to time by BBC. I further acknowledge that I am not relying on any oral representations in acquiring a membership in BBC.

This Membership Agreement shall be governed by and construed and enforced in accordance with the laws of the state of Florida without giving effect to principles of conflicts of law. If the prospective member is married, the signatures of both spouses are required.

The membership acquired hereunder shall be issued in the name of:

Dated: _____, _____

Candidate's Signature

Printed Name _____

This Membership Agreement shall not be binding on BBC until the acceptance below is signed.

Accepted by: _____

Bentley Beach Club, LLC, d/b/a Bentley Beach Club (BBC)

By: _____

Authorized Representative

Printed Name _____