

L17000083546

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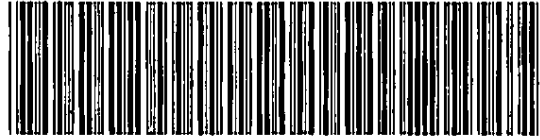
(Business Entity Name)

(Document Number)

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2022 APR -4 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FL

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2022 APR -4 PM 2: 57

ARTICLES OF MERGER

SECRETARY OF STATE  
TALLAHASSEE, FL

Pursuant to the provisions of Section 605.1025 of the Florida Revised Limited Liability Company Act, DZO Hospitality, LLC, a limited liability company organized and existing under the laws of the State of Florida, and Jaguar Hospitality Group, LLC, a limited liability company organized and existing under the laws of the State of Florida, hereby adopt the following Articles of Merger for the purpose of merging Jaguar Hospitality Group, LLC into DZO Hospitality, LLC, as the surviving entity:

1. Approval of Merger. The members of DZO Hospitality, LLC and the members of Jaguar Hospitality Group, LLC unanimously approved and adopted a Plan of Merger on the 1<sup>st</sup> day of April, 2022, in accordance with the provisions of Sections 605.1021 through 605.1026 of the Florida Revised Limited Liability Company Act.

2. Parties to Merger. The parties to the merger are DZO Hospitality, LLC, a limited liability company organized and existing under the laws of the State of Florida, Document No. L17000083546, and Jaguar Hospitality Group, LLC, a limited liability company organized and existing under the laws of the State of Florida, Document No. L07000063712.

3. Merger. Jaguar Hospitality Group, LLC shall be merged into DZO Hospitality, LLC (the "Surviving Company").

4. Name of Surviving Company. The name of the Surviving Company shall be DZO Hospitality, LLC.

5. Effect of Merger. On the Effective Date of the merger, the separate existence of Jaguar Hospitality Group, LLC (the "Merged Company") shall cease (except to the extent continued by statute), and all of its properties, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the Surviving Company, subject to its liabilities and obligations, which liabilities and obligations the Surviving Company shall assume, without further act or deed. Confirmatory deeds, assignments or other like instruments when deemed desirable by the Surviving Company to evidence such transfer, vesting or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of the Merged Company, by the last acting authorized signatories thereof, or by the corresponding authorized signatories of the Surviving Company.



6. Attributes of Surviving Company.

(a) The Articles of Organization of DZO Hospitality, LLC, as in effect on the Effective Date of the merger, shall continue in full force and effect as the Articles of Organization of the Surviving Company and shall not be changed or amended by the merger.

(b) The Operating Agreement of DZO Hospitality, LLC, as such Operating Agreement exists on the Effective Date of the merger, shall remain and be the Operating Agreement of the Surviving Company, until altered, amended, or repealed in accordance with the provisions thereof, the Articles of Organization of DZO Hospitality, LLC and Florida law.

7. Statement. The Surviving Company has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061 through 605.1072 of the Florida Revised Limited Liability Company Act.

8. Effective Date. The merger shall be effective upon filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date").

Executed this 1<sup>st</sup> day of April, 2022.

DZO Hospitality, LLC

By:   
Eduardo A. Durazo, Manager

Jaguar Hospitality Group, LLC

By:   
Eduardo A. Durazo, Manager