

L080000071261

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

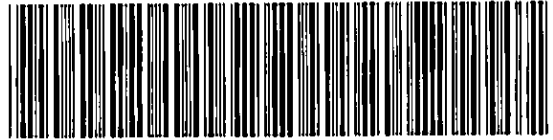
(Business Entity Name)

(Document Number)

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Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Alamo Investments LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
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NEW FILINGS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☒ Other Statement of Authority

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

STATEMENT OF AUTHORITY

Pursuant to section 605.0302(1), Florida Statutes, this limited liability company submits the following statement of authority:

FIRST: The name of the limited liability company is: ALAIMO INVESTMENTS LLC

SECOND: The Florida Document Number of the limited liability company is: L08000071261

THIRD: The street address of the limited liability company's principal office is:

701 Brickell Avenue, Suite 3300

Miami, FL 33131

The mailing address of the limited liability company's principal office is:

701 Brickell Avenue, Suite 3300

Miami, FL 33131

FOURTH: This statement of authority grants or sets limitations of authority on all persons having the status or position of a person in a company, whether as a member, transferee, manager, officer or otherwise or to a specific person on the following:

1. May execute an instrument transferring real property held in the name of the company.

a. Granted to: Vincenzo Alaimo Dominguez aka Vincenzo Alaimo

b. No authority granted to: Calogero Alaimo Mancuso

2. May enter into other transactions on behalf of, or otherwise act for or bind, the company

a. Granted to: Vincenzo Alaimo Dominguez aka Vincenzo Alaimo

b. No authority granted to: Calogero Alaimo Mancuso



Signature of authorized representative

Vincenzo Alaimo Dominguez

Typed or printed name of signature

Filing Fee: \$25.00
Certified Copy: \$30.00 (optional)

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**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING
OF A MAJORITY OF THE MEMBERS OF
ALAIMO INVESTMENTS LLC**

The undersigned, constituting the majority of the members (the "**Members**") holding, collectively, 60% of the membership interests of ALAIMO INVESTMENTS LLC, a Florida limited liability company (the "**Company**"), hereby adopt this Written Consent in Lieu of a Special Meeting of the Members, waive notice to be given in connection therewith and consent to, ratify, approve and adopt the following resolutions (the "**Resolutions**");

WHEREAS,

I. Vilma Maria Dominguez ("**Ms. Dominguez**"), former wife of Calogero Alaimo Mancuso ("**Mr. C. Alaimo**"), acquired 40% of the membership interest of the Company pursuant to a settlement judgement liquidating Ms. Dominguez and Mr. C. Alaimo's marital property, which was entered by the 4th Court of First Instance on Civil, Commercial and Traffic Matters of the Judicial District of the State of Zulia, Venezuela by Judicial Decision dated as of May 11, 2021 (the "**Settlement Judgement**").

II. By virtue of the Settlement Judgement, Mr. C. Alaimo transferred to Ms. Dominguez one half (or 50%) of the 80% membership interest that Mr. C. Alaimo then owned in the Company, as Trustee of The Alaimo Family Trust, under agreement dated December 11, 2018, as amended ("**The Alaimo Family Trust**"). Consequently, the current members of the Company, and their respective membership interests are as follows: Ms. Dominguez: 40%; Mr. C. Alaimo, as Trustee of The Alaimo Family Trust: 40%; and Mr. Vincenzo Alaimo Dominguez ("**Mr. V. Alaimo**") 20%.

III. The Members desire to (i) update the Company's members ledger and issue new membership certificates to reflect the current ownership of the Company; (ii) remove and replace Mr. C. Alaimo from any position he currently holds as manager, officer, authorized member and authorized representative of the Company, as well as an authorized signatory on the Company's bank accounts; (iii) remove and replace Mr. C. Alaimo as the Registered Agent of the Company; (iv) change the principal address and the mailing address of the Company; (v) provide notice of all the changes set forth above to any authorities and governmental agencies, including the IRS, as well as to agents, advisors, employees and service providers of the Company; (vi) file an amended annual report and a statement of authority with the Secretary of State of Florida reflecting all of the changes set forth above; (vii) authorize all other actions in order to implement the following Resolutions.

NOW THEREFORE IT IS,

RESOLVED, that Calogero Alaimo Mancuso be removed as a manager of the Company and that no manager is appointed as the Company is a member-managed LLC.

FURTHER RESOLVED, that Calogero Alaimo Mancuso be removed as authorized representative and authorized member of the Company, and that the Member listed herein be

appointed as the "**Authorized Representative**," as defined in Section 605.0102(8) of the Florida Statutes, and the Authorized Member of the Company:

Authorized Representative and Authorized Member	Address
Vincenzo Alaimo Dominguez	2237 S State Street Salt, Lake City, UT 84115

FURTHER RESOLVED, that the following individuals be appointed as officers of the Company to hold the positions set forth next to their respective names:

Vincenzo Alaimo Dominguez – President
 Carla Maria Alaimo Dominguez – Secretary
 Maria Grazia Alaimo Dominguez – Treasurer

FURTHER RESOLVED, that the following membership interests and the respective membership certificates be cancelled:

<i>Membership Certificate No.</i>	<i>Member</i>	<i>No. of Units</i>	<i>Membership Interest</i>
6	Calogero Alaimo Mancuso, as Trustee of The Alaimo Family Trust, under agreement dated December 11, 2018	80	80%
7	Vincenzo Alaimo Dominguez	20	20%

FURTHER RESOLVED, that the following membership interests and the respective membership certificates be issued and signed by the President and the Secretary of the Company:

<i>Membership Certificate No.</i>	<i>Member</i>	<i>No. of Units</i>	<i>% Membership Interest</i>
8	Vincenzo Alaimo Dominguez	20	20%
9	Calogero Alaimo Mancuso, as Trustee of The Alaimo Family Trust, under agreement dated December 11, 2018	40	40%
10	Vilma Maria Dominguez	40	40%

FURTHER RESOLVED, that Calogero Alaimo Mancuso be removed as an authorized signatory of all the Company's bank accounts, and that Vincenzo Alaimo Dominguez be appointed with each bank where the Company operates as the authorized signatory of all the Company's bank accounts, with authority to act individually without any additional approval or consent.

FURTHER RESOLVED, that Calogero Alaimo Mancuso be removed as the Registered Agent of the Company and that Corporate Creations Network Inc. be named as the new Registered

Agent of the Company with address at 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410.

FURTHER RESOLVED, that the principal address and the mailing address of the Company be changed from 10726 NW 58 ST, Doral, FL 33178 to 701 Brickell Ave, Suite 3300, Miami FL 33131.

FURTHER RESOLVED, that the Company hereby authorizes Holland & Knight LLP ("**Other Authorized Person**") to (i) be the custodian of the corporate records and books of the Company and, as such, update and keep in custody the membership ledger of the Company; (ii) request and obtain from Calogero Alaimo Mancuso, Geoffrey M. Wayne, P.A., the accountants of the Company, Carlos F. Osorio and any other person or entity providing professional services to the Company all the books and records of the Company; (iii) file an amended Annual Report of the Company and a Statement of Authority under Section 605.0302 of the Florida Statutes; and (iv) file Form 8822-B with the IRS to report the changes of responsible party and addresses of the Company approved under these Resolutions.

FURTHER RESOLVED, that the Company is hereby authorized to take all actions necessary to determine whether any actions of Calogero Alaimo Mancuso were in violation of his duties to the Company or in violation of the law.

FURTHER RESOLVED, that the Authorized Representative or the Other Authorized Person be, and are hereby authorized to take all actions and to do any and all things necessary and appropriate to carry out these Resolutions.

FURTHER RESOLVED, that this written consent may be executed in counterparts, in PDF copies and facsimile signatures, all of which together shall constitute the one and the same written consent, and the executed copies shall be placed in the minute book of the Company.

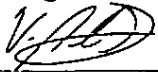
[Signatures on the following page]

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IN WITNESS WHEREOF, the undersigned Members execute this Written Consent in Lieu of a Special Meeting of the Members of ALAIMO INVESTMENTS LLC, as of August 9, 2021.

MEMBERS:

Vincenzo Alaimo Dominguez
(20% of the total issued and
outstanding shares of the Corporation)



Vilma Maria Dominguez
(40% of the total issued and
outstanding shares of the Corporation)



By: Carla Maria Alaimo Dominguez.
Authorized Representative of Vilma
Maria Dominguez



By: Maria Grazia Alaimo Dominguez.
Authorized Representative of Vilma
Maria Dominguez

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