

# L14000035868

(Requestor's Name)

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355 Alhambra Circle, Suite 801  
Coral Gables, FL 33134  
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(City/State/Zip/Phone #)

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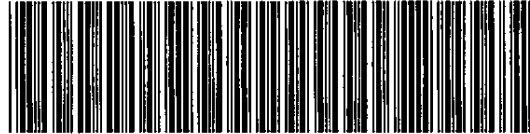
(Business Entity Name)

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**Vicki Rivero, Corporate Paralegal**  
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Direct Line: (786) 364-8480  
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November 4, 2015

**Via Federal Express**

Division of Corporations  
Clifton Building, Amendment Section  
2661 Executive Center Circle  
Tallahassee, FL 32301  
(850) 245-6945

**Ref. The Merger of Design District Hotel Properties, LLC and D3  
Development LLC**

The enclosed Merger documents have been updated to show the correct statute number as directed by your offices.

If any additional information is needed to complete this request, please do not hesitate to contact me.

Sincerely,



Vicki Rivero  
Paralegal

Enclosures

**FIFTH:** The surviving entity hereby appoints Registered Agent Corporate Services as its agent for service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** The surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section 605.1025 of the Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent to each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section 605.1025 of the Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Department of State.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

[Signatures Page Follows]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger  
as of the date written below:

Dates this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

**D3 DEVELOPMENT, LLC**

CODAZZI INVESTMENTS, LLC  
a Florida limited liability company

By: \_\_\_\_\_  
Francisco Arocha, its Manager

**DESIGN DISTRICT HOTEL  
PROPERTIES, LLC**

AFA MIAMI DESIGN DISTRICT  
INVESTMENTS, LLC, a Florida  
limited liability company

By: \_\_\_\_\_  
Francisco Arocha, its Manager

DESIGN DISTRICT INTERNATIONAL  
INVESTMENTS, LLC, a Florida limited  
liability company

By: Nathalie Rodriguez, T.  
Nathalie Rodriguez, its Manager

FIRST INVESTMENTS DESIGN  
DISTRICT, LLC, a Florida limited  
liability company

By: \_\_\_\_\_  
Francisco Arocha, its Manager

**CERTIFICATE OF MERGER  
OF  
D3 DEVELOPMENT, LLC  
(a Florida limited liability company)  
WITH AND INTO  
DESIGN DISTRICT HOTEL PROPERTIES, LLC  
(a Florida limited liability company)**

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Pursuant to Section 605.1025 of the Florida Statutes, the undersigned corporations, organized and existing under and by virtue of the Florida Business Corporation Act, do hereby certify as follows:

FIRST: The exact name, entity type and jurisdiction of the constituent parties to this merger are as follows:

Name	Entity Type	Jurisdiction
Design District Hotel Properties, LLC	Limited liability company	Florida
D3 Development, LLC	Limited liability company	Florida

SECOND: The Articles of Merger and Plan of Merger, dated as of November, 2015 (the "Merger Agreement"), by and among Design District Hotel Properties, LLC, a Florida limited liability company and D3 Development, LLC, a Florida limited liability company has been approved, adopted, executed and acknowledged by each of the constituent companies in accordance with Section 605.1025 of the Florida Statutes and by written consent of their respective shareholder(s).

THIRD: The name of the company surviving the merger is Design District Hotel Properties, LLC; a Florida limited liability company (the "Surviving Company").

FOURTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any shareholder of either company.

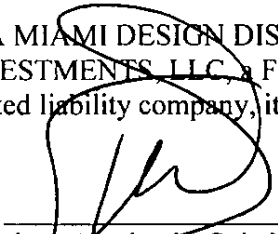
[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, all constituent companies have caused this Certificate of Merger to be executed and acknowledged on this \_\_\_\_ day of \_\_\_\_ 2015.

**SURVIVING ENTITY:**

**DESIGN DISTRICT HOTEL  
PROPERTIES, LLC**

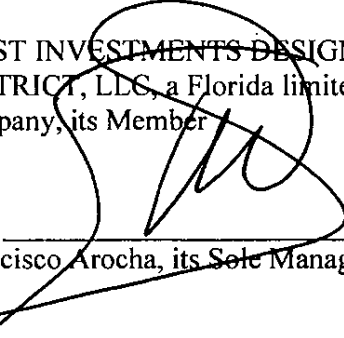
AFA MIAMI DESIGN DISTRICT  
INVESTMENTS, LLC, a Florida  
limited liability company, its Member

By:   
Francisco Arocha, its Sole Manager

DESIGN DISTRICT INTERNATIONAL  
INVESTMENTS, LLC, a Florida limited  
liability company, its Member

By: Nathalie Rodriguez T.  
Nathalie Rodriguez, its Sole Manager

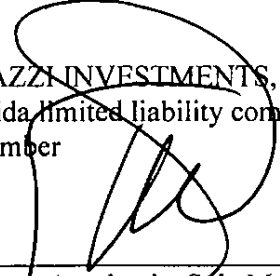
FIRST INVESTMENTS DESIGN  
DISTRICT, LLC, a Florida limited liability  
company, its Member

By:   
Francisco Arocha, its Sole Manager

**MERGING ENTITY:**

**D3 DEVELOPMENT, LLC**

CODAZZI INVESTMENTS, LLC  
a Florida limited liability company,  
its Member

By:   
Francisco Arocha, its Sole Manager

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 605.1025 of the Florida Statutes, is being submitted in accordance with 605.1025 of the Florida Statutes.

**FIRST**: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Design District Hotel Properties, LLC	Florida
D3 Development, LLC	Florida

**SECOND**: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Design District Hotel Properties, LLC	Florida

**THIRD**: The terms and conditions of the merger are as follows:

1. Design District Hotel Properties, LLC and D3 Development, LLC shall become a single company with D3 Development, LLC merging with and into Design District Hotel Properties, LLC, which shall be the surviving company.
2. The separate existence of D3 Development, LLC shall cease in accordance with the laws of the State of Florida.
3. Upon the merger becoming effective, all property, rights, privileges, and assets of every kind of D3 Development, LLC shall be transferred to, vested in and devolved into Design District Hotel Properties, LLC without further act or deed and all property rights and every other interests of D3 Development, LLC shall be the property of Design District Hotel Properties, LLC.
4. All corporate acts, plans, policies, contracts, approvals and authorizations of D3 Development, LLC, and its members, officers and agents, which were valid and effective immediately prior to the effective date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of Design District Hotel Properties, LLC and shall be effective and binding thereon as the same were with respect to D3 Development, LLC.

5. The assets, liabilities, reserves and accounts of D3 Development, LLC shall be recorded on the books of Design District Hotel Properties, LLC in the amounts at which they, respectively, had been carried on the books of D3 Development, LLC, subject to such adjustments or elimination of intercompany items as may be appropriate in given effect to the merger.

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each D3 Development, LLC membership interest issued and outstanding prior to the Effective Date shall be cancelled and extinguished and shall be converted into membership interests in Design District Hotel Properties, LLC at the Effective Date.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

All rights to acquire membership interests in D3 Development, LLC prior to the Effective Date shall be cancelled and extinguished and shall convert into rights to acquire membership interest in Design District Hotel Properties, LLC.

**FIFTH:** If a limited liability company is the surviving entity, the name and address of the manager, managing member are as follows:

Francisco Arocha  
Manager  
1001 SW 2<sup>nd</sup> Avenue  
Suite 300  
Miami, Florida 33130



**SIXTH:** Other provisions, if any, relating to merger:

It is intended that the transaction described herein be a statutory merger, and that such merger shall qualify as a reorganization within the definition of Subparagraphs (a) (1) (A) of Section 368 of the Internal Revenue Code, as amended.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2015.

**Surviving Entity**

**DESIGN DISTRICT HOTEL  
PROPERTIES, LLC**

AFA MIAMI DESIGN DISTRICT  
INVESTMENTS, LLC, a Florida  
limited liability company

By: \_\_\_\_\_  
Francisco Arocha, its Manager

DESIGN DISTRICT INTERNATIONAL  
INVESTMENTS, LLC, a Florida limited  
liability company

By: Nathalie Rodriguez T.  
Nathalie Rodriguez, its Manager

FIRST INVESTMENTS DESIGN  
DISTRICT, LLC, a Florida limited  
liability company

By: \_\_\_\_\_  
Francisco Arocha, its Manager

**Merging Entity**

**D3 DEVELOPMENT, LLC**

CODAZZI INVESTMENTS, LLC  
a Florida limited liability company

By: \_\_\_\_\_  
Francisco Arocha, its Manager