

Division of Corporations

**L15000123167**

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
DELIA HOSPITALITY LLC

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**STATEMENT OF CORRECTION FOR  
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to section 605.0209, F.S., this document is being submitted to correct a previously filed document.

**FIRST:** The name of the limited liability company is **DELIA HOSPITALITY LLC** (the "Company").

**SECOND:** The Florida Document Number of the limited liability company is **L15000123167**.

**THIRD:** Document to be corrected is the **Amended Annual Report filed on August 18, 2021**.

This Statement of Correction is submitted for filing pursuant to Florida Statutes Section 605.0209(1)(d) because the Amended Annual Report filed on August 18, 2021 contains false, misleading and/or fraudulent information. This Statement of Correction is delivered to the Department of State within 15 days after receiving the notification of filing pursuant to Section 605.0210. Therefore, this filing is not subject to a fee pursuant to Section 605.0209(5). Attached are copies of the resolutions of the sole member of the Company, dated August 9, 2021, approving the correct information.

**X Contains false, misleading and/or fraudulent information:**

<i>INCORRECT statement</i>	<i>Reason why the statement is incorrect</i>	<i>CORRECTED statement</i>
Principal Address: 10726 NW 58 Street Miami, FL 33178	Change of Principal Address was approved by written consent of the sole member of the Company and by written consent of the sole manager on August 9, 2021 (attached hereto as <u>Exhibit A</u> )	Principal Address: 701 Brickell Avenue, Suite 3300 Miami, FL 33131
Mailing Address: 10726 NW 58 Street Miami, FL 33178	Change of Mailing Address was approved by written consent of the sole member of the Company and by written consent of the sole manager on August 9, 2021 (See attached <u>Exhibit A</u> )	Mailing Address: 701 Brickell Avenue, Suite 3300 Miami, FL 33131
Name and Address of Current Registered Agent: Carlos F. Osorio 175 SW 7 Street, Suite 1900 Miami, FL 33130	Change of Registered Agent was approved by written consent of the sole member of the Company and by written consent of the sole manager on August 9, 2021 (See attached <u>Exhibit A</u> )	Name and Address of Current Registered Agent: CORPORATE CREATIONS NETWORK INC., 801 US-Highway 1, North Palm Beach, FL 33408
Authorized Person(s) Detail: Title MANAGER, AUTHORIZED REPRESENTATIVE CALOGERO ALAIMO MANCUSO Address 10726 NW 58 Street Miami, FL 33178	Change of Authorized Persons and Officers was approved by the sole member of the Company and by written consent of the sole manager on August 9, 2021 (See attached <u>Exhibit A</u> )	Authorized Person(s) Detail: Title MANAGER, AUTHORIZED REPRESENTATIVE Name VINCENZO ALAIMO DOMINGUEZ Address 701 Brickell Avenue, Suite 3300, Miami, FL 33131

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Vincenzo Ataimo Dominguez, Sole Manager



8/19/2021

Signature of Authorized Representative

Date

**Signature of new registered agent:**New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

Corporate Creations Network Inc.

/s/ Jim Perkins

Registered Agent's Signature: Jim Perkins, Authorized Person

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EXHIBIT A

Written Consent of the Sole Member and Written Consent of the Manager  
Attached

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE SOLE MEMBER OF  
DELIA HOSPITALITY LLC**

The undersigned, constituting the sole member (the "**Member**") of DELIA HOSPITALITY LLC, a Florida limited liability company (the "**Company**"), hereby adopts this Written Consent in Lieu of a Special Meeting of the Member, waives notice to be given in connection therewith and consents to, ratifies, approve and adopt the following resolutions (the "**Resolutions**");

**NOW THEREFORE IT IS,**

**RESOLVED**, that Calogero Alaimo Mancuso be removed as a manager of the Company and that Vincenzo Alaimo Dominguez be appointed as the sole manager of the Company ("**Manager**").

**FURTHER RESOLVED**, that Calogero Alaimo Mancuso be removed as authorized representative of the Company; and that the Manager be appointed as the "**Authorized Representative**," as defined in Section 605.0102(8) of the Florida Statutes, of the Company:

<b>Authorized Representative</b>	<b>Address</b>
----------------------------------	----------------

Vincenzo Alaimo Dominguez	2237 S State Street Salt, Lake City, UT 84115
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**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, directors and officers ledgers 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.

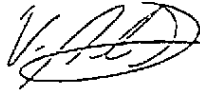
**FURTHER RESOLVED**, that this written consent may be executed in counterparts, in PDF copies and facsimile signatures, all of which together shall constitute the one and the same written consent, and the executed copies shall be placed in the minute book of the Company.

*[Signatures on the following page]*

**IN WITNESS WHEREOF**, the undersigned Member execute this Written Consent in Lieu of a Special Meeting of the Member of DELIA HOSPITALITY LLC, as of August 9, 2021.

**MEMBER:**

**Delia Hospitality Inc.**



By: Vincenzo Alaimo Dominguez  
President

Acknowledged and agreed by:



Vincenzo Alaimo Dominguez  
Sole Manager

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE SOLE MANAGER  
OF  
DELIA HOSPITALITY LLC**

**August 9, 2021**

The undersigned, constituting the sole manager (the "*Manager*") of **DELIA HOSPITALITY LLC**, a Florida limited liability company (hereinafter the "*Company*"), hereto pursuant to the Florida Revised Limited Liability Company Act, hereby adopt this Written Consent in Lieu of a Special Meeting of the Sole Manager, waive notice to be given in connection therewith and consent to, ratify, approve and adopt the following resolutions (the "*Resolutions*");

**WHEREAS**, the Manager believes it is in the best interest of the Company to document the changes in control and structure of the Company, pursuant to the settlement judgement liquidating the marital property of Vilma Maria Dominguez and Calogero Alaimo Mancuso, dated as of May 11, 2021 ("*Settlement Judgment*"), and to the resolutions of the sole member of the Company of even date herewith.

**NOW THEREFORE IT IS,**

**Articles of Organization**

**RESOLVED**, that the articles of organization (the "*Articles*"), as filed with the Florida Secretary of State on July 22, 2015, are hereby ratified and approved; and

**FURTHER RESOLVED**, that a duplicate original of the Articles are kept with the records of the Company as part of its permanent records.

**Registered Agent and Registered Office**

**RESOLVED**, that Calogero Alaimo Mancuso shall be removed as the registered agent of the Company; and

**FURTHER RESOLVED**, that the name and address of the new registered agent of the Company, who may accept service of process on behalf of the Company, shall be:

Corporate Creations Network Inc.  
801 US-1 Highway  
North Palm Beach, FL 33408

**Principal and Mailing Address**

**RESOLVED**, that the 10726 NW 58 Street, Doral, FL 33178 shall be removed as the principal and mailing address of the Company; and



**FURTHER RESOLVED**, that the new principal and mailing address of the Company shall be:

701 Brickell Avenue, Suite 3300  
Miami, FL 33131

**Authorized Representative**

**RESOLVED**, that Calogero Alaimo Mancuso shall be removed as manager and authorized representative of the Company, and from any other officer or agent position that he may hold at the Company;

**FURTHER RESOLVED**, that the following individual is hereby appointed as an authorized representative of the Company (the "***Authorized Representative***"), until the next annual meeting or execution of a written consent in lieu thereof, or until his successor duly elected and qualified, or until their earlier death, resignation or removal from office:

Vincenzo Alaimo Dominguez

**FURTHER RESOLVED**, that the term of office of any other manager and authorized representative previously elected or appointed but not listed above shall be deemed to have expired effective upon the date hereof.

**Banking Authority**

**RESOLVED**, that Calogero Alaimo Mancuso is hereby removed as an authorized signatory of all bank accounts of the Company;

**FURTHER RESOLVED**, that Vincenzo Alaimo Dominguez, in his capacity as the sole Manager and Authorized Representative of the Company, shall be appointed with each bank where the Company operates as the authorized signatory of all of the Company's bank accounts, with authority to act individually without the joinder of another;

**FURTHER RESOLVED**, that the Authorized Representative, signing individually, is authorized, at discretion and without further action by the Manager:

1. to open, maintain, or discontinue accounts of the Company with any bank, brokerage house, trust company and/or other financial institution;
2. to deposit or cause to be deposited in those banks, brokerage houses, trust companies and/or other financial institutions any of the funds of the Company;
3. to designate the person or persons authorized to draw on those accounts;
4. to authorize banks, brokerage houses, trust companies and/or other financial institutions in which the Company maintains accounts to accept for deposit in those accounts checks and drafts made payable to the order of the Company;

5. to prescribe such rules and conditions pertaining to the accounts as considered necessary or desirable to protect the interest of the Company.

**FURTHER RESOLVED**, that the Authorized Representative is hereby authorized to certify any standard bank, brokerage house, trust company, credit card, loan, or other financial institution resolution necessary to effectuate the foregoing authorizations, and is hereby authorized to insert copies of those resolutions in the minute book or with the records of the Company as part of its permanent records.

**Change of Address Responsible Party with the IRS**

**RESOLVED**, that the employer identification number of the Company is 65-1069122; and

**FURTHER RESOLVED**, that the Manager authorizes the Authorized Representative of the Company to prepare and file Form 8822-B: Change of Address or Responsible Party - Business, with the Internal Revenue Service ("**IRS**") to update the business address of the Company to 701 Brickell Avenue, Suite 3300, Miami, FL 33131; and to also update the responsible party to himself in order for the IRS to correspond accordingly.

**Filing Statement of Authority**

**RESOLVED**, that the Manager hereby authorizes the Company to file a Statement of Authority, a copy of which is attached hereto as Exhibit A, which shall properly document who has been granted authority over the business affairs and decisions of the Company; and

**FURTHER RESOLVED**, that the Authorized Representative is hereby authorized to execute and file or cause to file the Statement of Authority with the Florida Secretary of State.

**Change of Mailing Address with the Miami-Dade County Property Appraiser**

**RESOLVED**, that the Manager hereby authorizes the Authorized Representative to complete and submit a Mailing Address Change Form to the Miami-Dade County Property Appraiser to change the mailing address from 10726 NW 58th Street, Doral, FL 33178 to 701 Brickell Avenue, Suite 3300, Miami, FL 33131 for the following property folio nos.: 01-4139-007-3350 and 01-4139-007-3440.

**Ratifications**

**RESOLVED**, that in addition to and without limiting the foregoing, the Authorized Representative is hereby authorized, directed and empowered to take or cause to be taken on behalf of the Company such further action, to negotiate or enter into such other agreements, to execute such documents, to make such commitments, and to pay such fees, expenses and disbursements as may be deemed necessary or appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments and documents, as the case may be), and all legal actions heretofore taken by the Manager, the Authorized Representative, officers and agents of the Company in connection with the subject of the foregoing resolutions be, and hereby are, approved, ratified and confirmed in all respects as the act and deed of the Company; and

**FURTHER RESOLVED**, that any and all legal actions taken by the Manager, Authorized Representative, employees, agents and/or other authorized representatives of the Company and of any person or persons designated and authorized to act on behalf of the Manager or Authorized Representative, from and after the date of organization to the present, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted in all respects as the acts of the Company.

**Miscellaneous**

**RESOLVED**, that the Authorized Representative of the Company is hereby authorized and directed to take all such actions and execute all such documents as may be necessary or desirable to carry out the purposes of and authority granted in this written consent:


**FURTHER RESOLVED**, that the Manager hereby authorizes the Company to file an amended annual report with the Florida Secretary of State to reflect the changes herein; and

**FURTHER RESOLVED**, that this written consent may be executed as facsimile copy, PDF signature and photocopy, which shall have the same effect as an original signature and the executed copy of this written consent shall be placed in the minute book or with the records of the Company.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned hereby executes this Written Consent in Lieu of a Special Meeting of the Sole Manager of DELIA HOSPITALITY LLC, as of the date first written above.

**SOLE MANAGER:**

A handwritten signature in black ink, appearing to read 'V. Alaimo', written over a horizontal line.

Vincenzo Alaimo Dominguez

**Exhibit A**

**Statement of Authority**

**Attached**

**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: DELIA HOSPITALITY LLC

**SECOND:** The Florida Document Number of the limited liability company is: LI5000123167

**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)**