

LI 8000139698

Florida Department of State  
Division of Corporations  
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\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

MERGER OR SHARE EXCHANGE  
AGAVE PLAZA HOTEL, LLC

\*Please provide original submission date of 3/4/19

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	X \$58.75 X

\*\*\*I believe the fees should be \$80.00



March 5, 2019

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

AGAVE HOTEL, LLC  
2901 PONCE DE LEON BLVD., 3RD FLOOR  
CORAL GABLES, FL 33134

SUBJECT: AGAVE HOTEL, LLC  
REF: L18000139698

\*\*\*PLEASE PROVIDE ORIGINAL  
SUBMISSION DATE OF 3/4/19\*\*\*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Claretha Golden  
Regulatory Specialist II

FAX Aud. #: H19000073150  
Letter Number: 919A00004474

19 MAR -5 PM 4:34

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**Articles of Merger  
For  
Florida Limited Liability Company**

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The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
TALLAHASSEE, FL

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Agave Hotel, LLC	Florida	limited liability company
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Agave Plaza Hotel, LLC	Delaware	limited liability company
_____	_____	_____

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

2901 Ponce De Leon Blvd., 3rd Floor

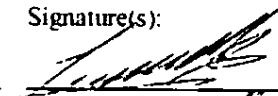
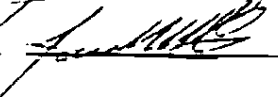
Coral Gables, FL 33134

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Agave Hotel, LLC		Jose Antonio Perez Helguera
Agave Plaza Hotel, LLC		Jose Antonio Perez Helguera

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<b>Fees:</b> For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	<b>Certified Copy (optional):</b>	\$30.00