

L2000000 9525

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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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S. YOUNG

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: ZIZO INVESTMENTS USA LLC

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOHN CATALANO, ESQ.

Name of Person

SIEGFRIED RIVERA

Firm/Company

201 ALHAMBRA CIRCLE, 11TH FLOOR

Address

CORAL GABLES, FLORIDA 33134

City/State and Zip Code

JCATALANO@SIEGFRIEDRIVERA.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOHN CATALANO

305 442-8548
at ()
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|--|--|

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

ZIZO INVESTMENTS USA LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on January 14, 2020 and assigned
Florida document number L20000009525.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

201 Alhambra Circle, 11th Floor

(Principal office address MUST BE A STREET ADDRESS)

Coral Gables, Florida 33134

Enter new mailing address, if applicable:

c/o Siegfried Rivera

(Mailing address MAY BE A POST OFFICE BOX)

201 Alhambra Circle, 11th Floor

Coral Gables, Florida 33134

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

John Catalano

New Registered Office Address:

201 Alhambra Circle, 11th Floor

Enter Florida street address

Coral Gables

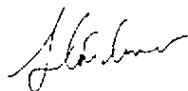
Florida 33134

City

Zip Code

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.



If Changing Registered Agent, Signature of New Registered Agent

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager
AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	JAMES S. MEYER	201 SOUTH BISCAYNE BLVD, SUITE 800	<input type="checkbox"/> Add
		MIAMI, FL 33131	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
MGR	JOHN CATALANO	201 ALHAMBRA CIRCLE, 11TH FLOOR	<input checked="" type="checkbox"/> Add
		CORAL GABLES, FL 33134	<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

[illegible]

F. Effective date, if other than the date of filing: _____ (optional)

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

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.

Attached is a certificate, if required: no more than 90 days old, evidencing the
aforementioned amendment(s), duly authenticated by the official having custody of records in the
jurisdiction under the law of which this entity is organized.

Signature of the authorized representative
AS AUTHORIZED SIGNATORIES OF
G.M. TRUSTEES LIMITED AS TRUSTEE
Typed or printed name of signee

Filing Fee: \$25.00

**LIMITED LIABILITY COMPANY RESOLUTION OF
ZIZO INVESTMENTS USA LLC**

THE UNDERSIGNED, being all of the shareholders (the "**Shareholders**") of Zizo Investments USA LLC, a Florida limited liability company (the "**Company**"), acting through this written consent, hereby adopts the following resolutions by written consent:

NOW THEREFORE IT IS RESOLVED, the Company hereby replaces James M. Meyer as the Manager of the Company, and appoints John Catalano as the Manager of the Company.

BE IT FURTHER RESOLVED, the Company hereby replaces Law Center of the Americas, LLC as the registered agent of the Company, and appoints John Catalano as the registered agent of the Company.

BE IT FURTHER RESOLVED, that John Catalano is hereby authorized to execute and deliver documentation and instruments on behalf of the company, including broker listing agreements, and purchase and sale agreements for real property owned by the Company (the "**Real Property**").

BE IT FURTHER RESOLVED, that John Catalano is authorized to cause the law firm of Siegfried Rivera in Coral Gables, Florida to make payments from the Company's funds held in the law firm's trust account to utility providers and vendors providing services to the Real Property, as well as to pay to the 15701 Collins Condominium Association, Inc. such assessments and fees for the Real Property when the same become due and payable.

BE IT FURTHER RESOLVED, that to the maximum extent permitted by law, the Company shall defend, indemnify and hold harmless John Catalano and Siegfried Rivera and its officers, shareholders, employees and agents (each, an "**Indemnitee**") from and against any and all losses, claims, demands, costs, damages, liabilities, and expenses of any nature (including attorneys' fees and disbursements), judgments, fines, settlements, penalties and other expenses actually and reasonably incurred by the Indemnitee, by reason of the fact that the Indemnitee is or was a Manager of the Company, arising out of or incidental to the business of the Company provided (i) the Indemnitee's conduct did not constitute fraud or knowingly wrongful and willful misconduct, (ii) the Indemnitee acted in good faith and in a manner Indemnitee reasonably believed to be in or not opposed to, the best interests of the Company, and (iii) such Indemnitee's conduct was not unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not, in and of itself, create a presumption that the Indemnitee acted in a manner contrary to that specified above. Expenses incurred by an Indemnitee in defending any claim, demand, action, suit or proceeding may, from time to time, be advanced by the Company prior to the final disposition of such claim, demand, action, suit or proceeding upon receipt by the Company. The indemnification provided by this Resolution is material consideration for John Catalano and Siegfried Rivera to provide the services described herein, and may be relied upon by them, and shall be in addition to any other rights to which the Indemnitee may be entitled under any agreement, as a matter of law or equity,

or otherwise, and shall inure to the benefit of the successors, assigns, heirs, personal representatives, and administrators of the Indemnitee.

BE IT FURTHER RESOLVED, that John Catalano is authorized to file with the Florida Department of State applicable amendments to reflect the change of registered agent and Manager as set forth in these Resolutions.

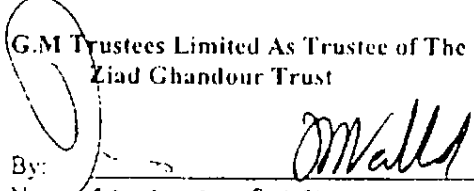
BE IT FURTHER RESOLVED, that all prior actions taken by or on behalf of the Company, and Manager in connection with the foregoing are hereby ratified and approved.

BE IT FURTHER RESOLVED, that the Manager is authorized and directed to do and perform any and all such other acts that may be necessary or proper to carry out the purposes and intent of the foregoing resolutions.

ALL OF THE SHAREHOLDERS:

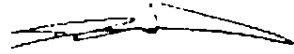
G.M Trustees Limited As Trustee of The
Ziad Ghandour Trust

Date: July 3, 2020

By: 
Name: AS AUTHORIZED SIGNATORIES OF
Title: G.M TRUSTEES LIMITED AS
TRUSTEE

Mr Ziad Ghandour

Date: July 6, 2020

By: 
Name: Ziad Ghandour
Title: shareholder