

L21000115701

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

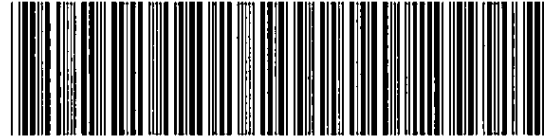
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600393308446

*merger*

*effective date 10-1-22*

STATE OF FLORIDA  
TALLAHASSEE

2022 SEP 16 PM 1:55

RECEIVED

2022 SEP 16 AM 9:05

FILED

A. RAMSEY

SEP 19 2022

**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302  
155 Office Plaza Dr Ste A Tallahassee FL 32301  
PHONE: (800) 435-9371; FAX: (866) 860-8395**

---

**DATE: 09/16/22**

**NAME: VENICE HOLDING CORPORATION**

**TYPE OF FILING: MERGER**

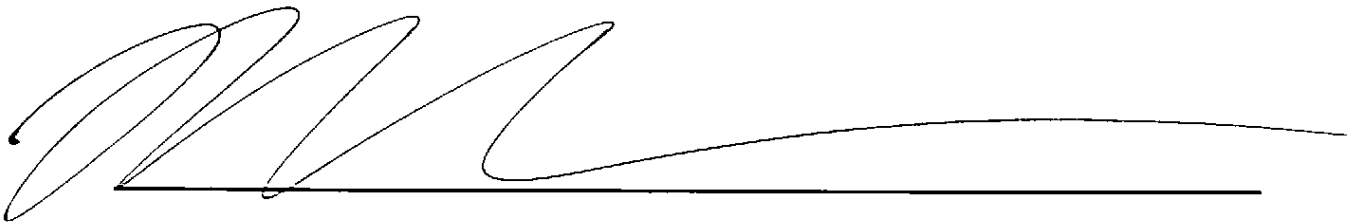
**COST: 85.00**

**RETURN: PLAIN COPY PLEASE**

---

**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



---

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations  
VENICE HOLDING CORPORATION

**SUBJECT:** \_\_\_\_\_  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

LESLIE MUTINO

\_\_\_\_\_  
Contact Person

CINOTTI LLP

\_\_\_\_\_  
Firm/Company

11 BROADWAY, SUITE 368

\_\_\_\_\_  
Address

NEW YORK, NY 10004

\_\_\_\_\_  
City, State and Zip Code

legalmiami@cinottigalgano.com

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

For further information concerning this matter, please call:

\_\_\_\_\_ at ( \_\_\_\_\_ ) \_\_\_\_\_  
Name of Contact Person Area Code Daytime Telephone Number

Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

Articles of Merger  
For  
Florida Limited Liability Company

*effective date 10-1-22*

FILED

2022 SEP 16 AM 9:05

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

**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>
VENICE MIAMI, LLC	FLORIDA	LLC
VENICE VEGAS, LLC	NEVADA	LLC

**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>
VENICE HOLDING CORPORATION	DELAWARE	CORP.

**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:

CINOTTI LLP

66 WEST FLAGLER STREET, SUITE 1002

MIAMI, FL 33130

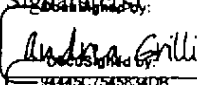
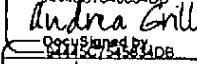
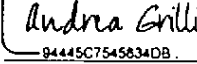
**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**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:

OCTOBER 1, 2022

**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:
VENICE MIAMI, LLC		Andrea Grilli
VENICE VEGAS, LLC		Andrea Grilli
VENICE HOLDING CORPORATION		Andrea Grilli

- Corporations: Chairman, Vice Chairman, President or Officer  
*(If no directors selected, signature of incorporator.)*
- 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