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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6383

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
OMEGA DOWNTOWN DEVELOPMENT, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$55.00

COVER LETTER

H23000364397

TO: Registration Section
Division of Corporations

SUBJECT: OMEGA DOWNTOWN DEVELOPMENT, LLC

Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Statement of Correction and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOHN LAGO

Name of Person

OMEGA DOWNTOWN DEVELOPMENT, LLC

Firm/Company

822 NE 125TH STREET STE 100

Address

NORTH MIAMI, FL 33

City/State and Zip Code

JCL@OMEGARMG.COM

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

For further information concerning this matter, please call:

JOHN LAGO

at (786) 558-5776

Name of Person

Area Code

Daytime Telephone Number

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

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☒ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

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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: _____
OMEGA DOWNTOWN DEVELOPMENT, LLC

SECOND: The Florida Document number of the limited liability company is: L23000472301

THIRD: Document to be corrected is: PLAN OF MERGER ATTACHED TO ARTICLES OF MERGER 10/13/23

(CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT)

- ☒ Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:

Plan of Merger Paragraph Seven references Manager as MORIS & ASSOCIATES, the Manager should state that:

the two Managers are John Lago and Sebastian Scemla as referenced in the Articles of Organization for Document

Number L23000472301. ***see attached revised plan of merger***

OR

- ☐ Was defectively signed. The manner in which the document was defectively signed and the appropriate correction are as follows:

OR

- ☐ The electronic transmission of the record was defective.

John Lago 10/18/2023

Signature of Authorized Representative Date

Signature of new registered agent, if applicable : (NOTE: if correcting the registered agent, the new registered agent must sign accepting the designation).

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.

Registered Agent's Signature

**Filing Fee: \$25.00
Certified Copy: \$30.00 (optional)**

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**PLAN OF MERGER BETWEEN
PARTNERS OF 822, LLC and 800 OMEGA, LLC INTO
OMEGA DOWNTOWN DEVELOPMENT, LLC**

THIS PLAN OF MERGER ("Plan") is made on October 18, 2023 by and between Partners of 822, LLC, a Florida Limited Liability Company, 800 Omega, LLC, a Florida Limited Liability Company, and Omega Downtown Development, LLC, a Florida Limited Liability Company (collectively "Parties").

WHEREAS; The respective members/partners/directors of the Parties have approved and declared advisable the merger, upon the terms and subject to the conditions set forth herein, and have determined that the Merger and the other transactions contemplated by this Agreement are fair to, and in the best interests of, their respective members/partners/stockholders.

FIRST: The exact name, form/entity type, and jurisdiction for each Merging Companies are as follows

Partners of 822, LLC, a Florida Limited Liability Company, 822 NE 125th Street Ste 100 North Miami, FL 33161 (hereinafter the "Merging Company or Companies")

800 Omega, LLC, a Florida Limited Liability Company, 822 NE 125th Street Ste 100 North Miami, FL 33161 (hereinafter the "Merging Company or Companies ")

SECOND: The exact name, form/entity type, and jurisdiction of the Surviving Company are as follows:

Omega Downtown Development, LLC, a Florida Limited Liability Company, 822 NE 125th Street Ste 100 North Miami, FL 33161 (hereinafter the "Surviving Company")

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

1. The Articles of Organization of the Surviving Company at the effective time and date of the merger shall be the Articles of Organization of said Surviving Company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the Surviving Company will be the regulations of said Surviving Company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Act.

3. The managing members of the Surviving Company at the effective time and date of the merger shall be the managing members of the Surviving Company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the Surviving Company.

4. All liabilities of the Merging Companies shall become the responsibility of the Surviving Company.

5. Pursuant to the provisions of the Florida Limited Liability Company Act, the Surviving and Merging Companies shall be merged with and into a single company, which shall be the surviving company, and which shall continue to exist as said Surviving Company under its present name pursuant to the provisions of the Florida Limited Liability Company Act.

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6. Surviving Company, and without further transfer, shall succeed to and possess all of the rights, privileges and powers of Merging Companies and all of the assets and property of whatever kind and character of Merging Companies shall vest in the Surviving Company without further act or deed; thereafter, Surviving Company shall be liable for all of the liabilities and obligations of Merging Companies, and any claim or judgment against Merging Companies may be enforced against Surviving Company.

7. Surviving Company shall file a Certificate of Merger with the Secretary of State, as required by the laws of the State of Florida. The certificate shall be signed and acknowledged by the required number of partners or members of all constituent entities. Certified copies of the Certificate of Merger shall be filed in the office of the recorder in all counties in which Merging Companies holds real property.

8. If at any time Surviving Company considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in Surviving Company the title to any property or rights of Merging Companies, or otherwise carry out the provisions of this Agreement, the Merging Companies and Surviving Company agree that the managers of Merging Companies, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts that the Surviving Company reasonably determines to be proper to vest, perfect, and confirm title to such property or rights in Surviving Company, and otherwise carry out the provisions of this Agreement.

FOURTH: 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 is as follows and the manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property are as follows:

Each issued membership interest of the Merging (terminating) Company shall at the effective time of the merger, be cancelled. The issued shares of the Surviving Company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one (1) issued share of the Surviving Company.

FIFTH: For United States federal income tax purposes, the parties hereto intend the Merger to be an Assets-Over Form merger.

SIXTH: The effective date of this Plan shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

SEVENTH: The name and address of the managers of the Surviving Company are as follows:

John Lago
822 NE 125th Street
Ste 100
North Miami, FL 33161

Sebastien Scemla
822 NE 125th Street
Ste 100
North Miami, FL 33161

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EIGHTH:

Counterpart Executions

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Partial Invalidity

If any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect.

Applicable Law

The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Florida.

Approvals

The office bearers and members of each constituent entity to this Merger Agreement have approved by the voting percentages required by the articles, operating agreement, and law the terms and conditions of this Agreement.

DATED: October 18, 2023.

MERGING COMPANY:

Partners of 822, LLC:

By: John Lago
John Lago, Manager

800 Omega, LLC:

By: John Lago
John Lago, Manager

SURVIVING COMPANY:

Omega Downtown Development, LLC:

By: John Lago
John Lago, Manager