

FIRST AMENDMENT TO THE AGREEMENT

In accordance with the Visitor Tracking and Economic Impact Study Agreement entered into on April 4, 2023, and all of its amendments (if any), collectively (the "Agreement") this First Amendment to the Agreement (this "Amendment") is made and entered into by and between **Downs & St. Germain, LLC**, whose address is 6751 Professional Parkway, Suite 200, Sarasota, FL 34240; possessing FEIN **L25000552176**, (hereinafter referred to as "CONTRACTOR") and Marion County, a political subdivision of the State of Florida, 601 SE 25th Avenue, Ocala, FL, 34471, (hereinafter referred to as "COUNTY").

WITNESSETH

WHEREAS this Amendment shall remain in full force and effect until completion of all services required of CONTRACTOR, and the parties wish to amend the Agreement.

IN CONSIDERATION of the mutual covenants and conditions contained herein, COUNTY and CONTRACTOR (singularly referred to as "Party", collectively "Parties") hereto agree as follows:

1. This Amendment shall be deemed to amend and become part of the Agreement in accordance with the project 24BE-007, (the "Project"). All provisions of the Agreement not specifically amended herein shall remain in full force and effect.
2. This Amendment renews the Agreement for two (2) years, effective October 1, 2026 and ending September 30, 2028 (the "Term").
3. The Parties hereby acknowledge the CONTRACTOR's change in Principals and the change in name from Downs & St. Germain Research, Inc. (FEIN 592998952) to Downs & St. Germain, LLC (FEIN L25000552176). Attached are the following Exhibits: Exhibit A, State of Florida Name Change, hereto, and Exhibit B, Articles of Organization, hereto.
4. Pursuant to Exhibits A and B, benefits and obligations under the agreement are hereby assumed by Downs & St. Germain, LLC.

ATTEST:

MARION COUNTY, A POLITICAL SUB-DIVISION OF THE STATE OF FLORIDA

GREGORY C. HARRELL, DATE
MARION COUNTY CLERK OF COURT

CARL ZALAK, III DATE
CHAIRMAN

FOR USE AND RELIANCE OF MARION COUNTY ONLY, APPROVED AS TO FORM AND LEGAL SUFFICIENCY

BCC APPROVED: August 4, 2026
24BE-007-CA-01 Visitor Tracking and Economic Impact Study

MATTHEW G. MINTER, DATE
MARION COUNTY ATTORNEY

WITNESS:

DOWNS & ST. GERMAIN, LLC

SIGNATURE

BY:

DATE

PRINTED NAME

PRINTED:

ITS: (TITLE)

WITNESS:

SIGNATURE

PRINTED NAME

State of Florida



Department of State

I certify the attached is a true and correct copy of Articles of Amendment, filed on January 13, 2026, to the Articles of Organization for D&SG BUYER, LLC which changed its name to DOWNS & ST. GERMAIN RESEARCH, LLC, a Florida limited liability company, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H26000018338. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this limited liability company is L25000552176.

Authentication Code: 626A00000798-011426-L25000552176-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourteenth day of January, 2026




Secretary of State



January 14, 2026

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DOWNS & ST. GERMAIN RESEARCH, LLC
6751 PROFESSIONAL PARKWAY, SUITE 200
SARASOTA, FL 34240US

Re: Document Number L25000552176

The Articles of Amendment to the Articles of Organization for D&SG BUYER, LLC which changed its name to DOWNS & ST. GERMAIN RESEARCH, LLC, a Florida limited liability company, were filed on January 13, 2026.

The certification you requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H26000018338.

Should you have any questions regarding this matter, please telephone (850) 245-6051, the Registration Section.

Morgan E Lovett
Regulatory Specialist II
Division of Corporations

Letter Number: 626A00000798

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
OF
D&SG BUYER, LLC**

Pursuant to Section 605.0202, Florida Statutes, the Articles of Organization of D&SG BUYER, LLC, a Florida limited liability company (the "Company"), formed on December 16, 2025, and assigned document number L25000552176, are hereby amended by striking Article 1 of the Articles of Organization in its entirety and replacing in its place and stead the following:

1. **Name.** The name of the Company is:

Downs & St. Germain Research, LLC

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Amendment this 13th day of January 2026.



David Burgess
As its Authorized Representative

9416483.v1

State of Florida



Department of State

I certify from the records of this office that D&SG BUYER, LLC which changed its name to DOWNS & ST. GERMAIN RESEARCH, LLC, is a limited liability company organized under the laws of the State of Florida, filed on December 16, 2025.

The document number of this company is L25000552176.

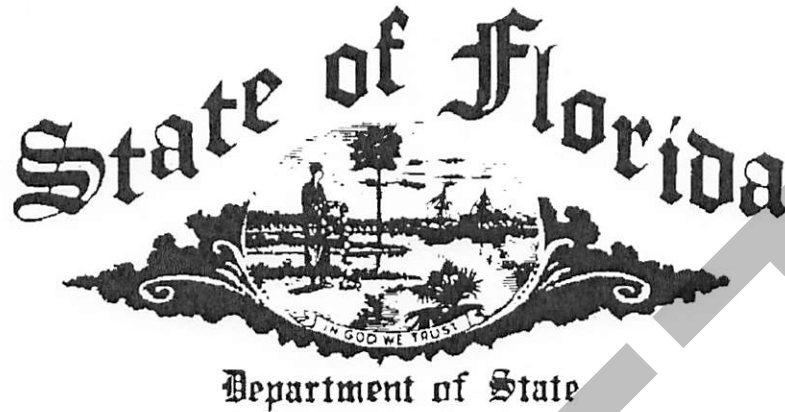
I further certify that said company has paid all fees due this office through December 31, 2025, and its status is active.

Authentication Code: 626A00000798-011426-L25000552176-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourteenth day of January, 2026




Secretary of State



I certify the attached is a true and correct copy of the Articles of Organization of D&SG BUYER, LLC, a limited liability company organized under the laws of the state of Florida, filed on December 16, 2025, as shown by the records of this office.

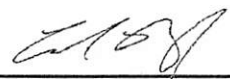
I further certify the document was electronically received under FAX audit number H25000448354. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this limited liability company is L25000552176.

Authentication Code: 125A00028100-121725-L25000552176-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Seventeenth day of December, 2025




Secretary of State



December 17, 2025

FLORIDA DEPARTMENT OF STATE
Division of Corporations

D&SG BUYER, LLC
6751 PROFESSIONAL PARKWAY, SUITE 200
SARASOTA, FL 34240US

The Articles of Organization for D&SG BUYER, LLC were filed on December 16, 2025, and assigned document number L25000552176. Please refer to this number whenever corresponding with this office.

The certification you requested is enclosed. To be official, the certification for a certified copy must be attached to the original document number that was electronically submitted and filed under FAX audit number H25000448354.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added. It is your responsibility to remember to file your annual report in a timely manner.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Please be aware if the limited liability company address changes, it is the responsibility of the limited liability to notify this office.

Should you have any questions regarding this matter, please contact this office at the address given below.

ZERNIYAH J CHAMBERS
Regulatory Specialist II
New Filing Section
Division of Corporations

Letter Number: 125A00028100

P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION OF D&SG BUYER, LLC

The undersigned, an authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the “**Company**”), under the Florida Revised Limited Liability Company Act (Chapter 605, Florida Statutes) and in accordance with F.S. § 605.0201.

1. Name. The name of the Company is:

D&SG Buyer, LLC

2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 6751 Professional Parkway, Suite 200, Sarasota, Florida 34240.

3. Name and Street Address of Initial Registered Agent. The name and street address of the Company’s initial registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

4. Management. The Company shall be a manager-managed company. The name and address of the initial manager of the Company is:

Miles Partnership, LLLP, a Florida limited liability limited partnership
6751 Professional Parkway, Suite 200
Sarasota, Florida 34240

Managers may be appointed or removed in the manner provided in the Operating Agreement of the Company.

5. Existence. In accordance with F.S. § 605.0207, the Company’s existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State’s date and time endorsement.

6. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization as of the 16th day of December 2025 (the "Execution Date").

Signed by:

 41BCD14C902344B..
 David Burgess
 Authorized Representative

ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 605.0201(2)(c) and 605.0113, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Revised Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

CORPORATION SERVICE COMPANY

By: 
 Print Name: Dawn McDevitt
 As its: Asst. Secretary

State of Florida



Department of State

I certify from the records of this office that D&SG BUYER, LLC, is a limited liability company organized under the laws of the State of Florida, filed on December 16, 2025.

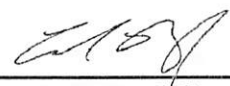
The document number of this company is L25000552176.

I further certify that said company has paid all fees due this office through December 31, 2025, and its status is active.

Authentication Code: 125A00028100-121725-L25000552176-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Seventeenth day of December, 2025




Secretary of State