

564450

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

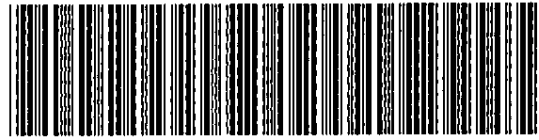
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



600218732316

*merger*

01/26/12--01006--021    \*\*105.00

01/26/12--01006--022    \*\*8.75

2012 JAN 26 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ASR  
1/26/12



CT Corporation

515 East Park Avenue  
Tallahassee, FL

850 222 1092 tel  
850 222 7615 fax  
www.ctcorporation.com

January 26, 2012

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 8372015 SO  
Customer Reference 1: 086400-65  
Customer Reference 2: .

Dear Department of State, Florida:

Please obtain the following:

Sonesta Sunny Isles, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

Sonesta Sunny Isles, Inc. (FL)  
Obtain Document - Misc - Certified Copy of Merger  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Sonesta Sunny Isles, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Boy A.J. van Riel  
Contact Person

Sonesta Sunny Isles, Inc.  
Firm/Company

116 Huntington Avenue, Floor 9  
Address

Boston, MA 02116  
City/State and Zip Code

BVanRiel@sonesta.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Boy A.J. van Riel At ( 617 ) 421-5400  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
(Profit Corporations)

**FILED**

2012 JAN 26 PM 12:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Sonesta Sunny Isles, Inc.</u>	<u>Florida</u>	<u>564450</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Florida Sonesta Corporation</u>	<u>Florida</u>	<u>228686</u>
<u>Hotel Corporation of Georgia</u>	<u>Georgia</u>	<u>N/A</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on January 25, 2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 25, 2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

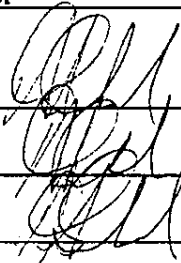
Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Sonesta Sunny Isles, Inc.

Florida Sonesta Corporation

Hotel Corporation of Georgia



Peter J. Sonnabend, Vice President and Secretary

Peter J. Sonnabend, Vice President and Secretary

Peter J. Sonnabend, Vice President and Secretary

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") is made and entered into as of January 25, 2012, by and among Sonesta Sunny Isles, Inc., a Florida corporation (the "Company"), Florida Sonesta Corporation, a Florida corporation ("Florida Sonesta"), and Hotel Corporation of Georgia, a Georgia corporation ("Hotel Corporation").

### **RECITALS**

WHEREAS, the Company, Florida Sonesta and Hotel Corporation wish to provide for the merger of each of Florida Sonesta and Hotel Corporation with and into the Company (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and in accordance with the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the Georgia Business Corporation Code (the "GBCC");

NOW, THEREFORE, in consideration of the premises, and of the mutual agreements and covenants contained herein, the parties hereby agree as follows:

### **ARTICLE I**

#### **The Merger; Effective Time**

1.1 The Merger. At the Effective Time (as defined in Section 1.3), each of Florida Sonesta and Hotel Corporation shall be merged with and into the Company and the separate existence of each of Florida Sonesta and Hotel Corporation shall thereupon cease. The Company shall be the surviving entity in the Merger (the "Surviving Entity") and shall continue to be a corporation governed by the FBCA, and the separate existence of the Company with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in the FBCA and the GBCC.

1.2 Filings. The authorized directors, officers, employees or agents of the Company, Florida Sonesta and Hotel Corporation shall take all actions as may be required for accomplishing the Merger, including without limitation, signing articles of merger (the "Articles of Merger") and a certificate of merger (the "Certificate of Merger") or other required documents and filing the Articles of Merger and the Certificate of Merger with the Florida Department of State and the Secretary of State of the State of Georgia, respectively.

1.3 Effective Time. The Merger shall be effective upon the date and time specified in the Articles of Merger and the Certificate of Merger (the "Effective Time").

### **ARTICLE II**

#### **Articles of Incorporation and By-Laws of the Surviving Entity**

2.1 Articles of Incorporation. The articles of incorporation of the Company in effect immediately prior to the Effective Time shall be the articles of incorporation of the

Surviving Entity, without any change or amendment, until duly amended in accordance with the terms thereof and the FBCA.

2.2 By-Laws. The by-laws of the Company in effect immediately prior to the Effective Time shall be the by-laws of the Surviving Entity, without any change or amendment, until duly amended in accordance with the terms thereof, the articles of incorporation of the Surviving Entity and the FBCA.

### ARTICLE III

#### **Directors and Officers of the Surviving Entity**

3.1 Directors. The directors of the Company immediately prior to the Effective Time shall be the directors of the Surviving Entity immediately after the Effective Time, each to hold office in accordance with the provisions of the articles of incorporation and by-laws of the Surviving Entity until their successors are duly elected and qualified.

3.2 Officers. The officers of the Company immediately prior to the Effective Time shall be the officers of the Surviving Entity immediately after the Effective Time, each to hold office in accordance with the provisions of the articles of incorporation and by-laws of the Surviving Entity until their successors are duly elected and qualified.

### ARTICLE IV

#### **Effect on Common Stock**

4.1 Common Stock of the Company. The Merger shall not affect the outstanding shares of common stock of the Company. The shares of common stock of the Company outstanding immediately prior to the Effective Time shall remain outstanding after the Effective Time.

4.2 Common Stock of Florida Sonesta. At the Effective Time, by virtue of the Merger and without any action on the part of the Company, Florida Sonesta, or Sonesta International Hotels Corporation, a New York corporation and the sole shareholder of the parties hereto ("SIHC"), all outstanding shares of common stock of Florida Sonesta immediately prior to the Effective Time shall be canceled without payment of any consideration therefor and shall cease to exist.

4.3 Common Stock of Hotel Corporation. At the Effective Time, by virtue of the Merger and without any action on the part of the Company, Hotel Corporation, or SIHC, all outstanding shares of common stock of Hotel Corporation immediately prior to the Effective Time shall be canceled without payment of any consideration therefor and shall cease to exist.

---

## ARTICLE V

### Termination

5.1 Termination by Mutual Consent. This Agreement may be terminated and the Merger may be abandoned at any time prior to the filing of the Articles of Merger and the Certificate of Merger with the Florida Department of State and the Secretary of State of the State of Georgia, respectively, by the mutual written consent of the parties hereto.

5.2 Effect of Termination and Abandonment. In the event of termination of this Agreement and abandonment of the Merger pursuant to Section 5.1, no party hereto (or any of their respective shareholder, directors or officers) shall have any liability or further obligation to any other party to this Agreement.

## ARTICLE VI

### Miscellaneous and General

6.1 Modification or Amendment. Subject to applicable laws, at any time prior to the filing of the Articles of Merger and the Certificate of Merger with the Florida Department of State and the Secretary of State of the State of Georgia, respectively, the parties hereto may modify or amend this Agreement, by mutual written agreement executed and delivered by duly authorized officers of the respective parties hereto.

6.2 Counterparts. For convenience of the parties hereto, this Agreement may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

6.3 Further Assurances. Each party hereto agrees to execute and deliver such other writings, documents, opinions of counsel, certificates, notices and such other instruments as are reasonably required in order to carry out the intent and purposes of this Agreement and to enable the execution of the Merger.

6.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of State of Florida, without regard to principles of conflicts of laws thereof.

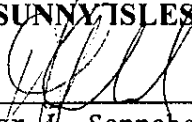
6.5 Captions. The Article and Section captions herein are for convenience of reference only, do not constitute part of this Agreement and shall not be deemed to limit or otherwise affect any of the provisions hereof.

*[Signature Page to Follow]*




IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the duly authorized officers of the parties hereto on the date first above written.


**SONESTA SUNNY ISLES, INC.**

By:   
Name: Peter J. Sonnabend  
Title: Vice President and Secretary

**FLORIDA SONESTA CORPORATION**

By:   
Name: Peter J. Sonnabend  
Title: Vice President and Secretary

**HOTEL CORPORATION OF GEORGIA**

By:   
Name: Peter J. Sonnabend  
Title: Vice President and Secretary