

564450

(Requestor's Name)

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☐ PICK-UP

☐ WAIT

☐ MAIL

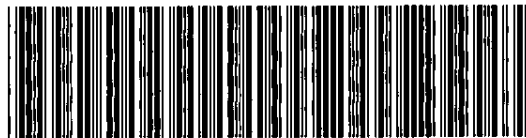
(Business Entity Name)

(Document Number)

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

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01/30/12--01001--014 \*\*78.75

*Mersen*

RECEIVED  
12 JAN 27 PM 4:37  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
12 JAN 27 PM 4:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*1/27/12*

**CT Corporation System**

1203 Governors Square Blvd, Suite 101, Tallahassee, FL, 3 850-222-1092

**Sonesta Hotels of Mississippi, Inc.**

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

1/27/2012

CB

Order#:

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Sonesta Hotels of Mississippi, 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 Hotels of Mississippi, 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

Name of Contact Person

At ( 617 ) 421-5400

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

12 JAN 27 PM 4:46

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Sonesta Hotels of Mississippi, Inc.</u>	<u>Mississippi</u>	<u>N/A</u>

**Second:** The name and jurisdiction of each merging 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>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 26, 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 26, 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)

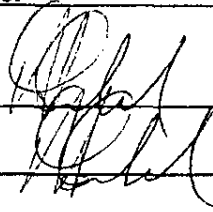
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Sonesta Hotels of  
Mississippi, Inc.



Peter J. Sonnabend, Vice President  
and Secretary

Sonesta Sunny Isles, Inc.

Peter J. Sonnabend, Vice President  
and Secretary

\_\_\_\_\_

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## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") is made and entered into as of January 26, 2012, by and between Sonesta Hotels of Mississippi, Inc., a Mississippi corporation (the "Company"), and Sonesta Sunny Isles, Inc., a Florida corporation ("Sonesta").

### **RECITALS**

WHEREAS, the Company and Sonesta wish to provide for the merger of Sonesta 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 Mississippi Business Corporation Act (the "MBCA") and the Florida Business Corporation Act (the "FBCA");

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), Sonesta shall be merged with and into the Company and the separate existence of Sonesta 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 MBCA, 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 MBCA and the FBCA.

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

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

### **ARTICLE II**

#### **Articles of Incorporation 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 MBCA.

## **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 organization 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 organization 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 Sonesta. At the Effective Time, by virtue of the Merger and without any action on the part of the Company, Sonesta, or Sonesta International Hotels Corporation, a New York corporation ("SIHC") and the sole shareholder of the parties hereto, all outstanding shares of common stock of Sonesta 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 with the Secretary of State of the State of Mississippi and the Florida Department of State 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 with the with the Secretary of State of the State of Mississippi and the Florida Department of State, 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; provided, however, that the parties hereto may not modify or amend this Agreement to change (i) the effect of the Merger on the common stock of the parties, (ii) the articles of organization of the Surviving Entity or (iii) any other terms or conditions hereof if such change would adversely affect SIHC, as sole shareholder of both parties, in any material respect.

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 the State of Mississippi, without regard to principles of conflicts of laws thereof.

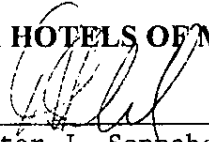
6.5 Captions. The Article and Section captions herein are for convenience of reference only, do not constitute part of this Agreement and shall not be deemed to limit or otherwise affect any of the provisions hereof.

*[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 HOTELS OF MISSISSIPPI, INC.**

By:  \_\_\_\_\_

Name: Peter J. Sonnabend

Title: Vice President and Secretary

**SONESTA SUNNY ISLES, INC.**

By:  \_\_\_\_\_

Name: Peter J. Sonnabend

Title: Vice President and Secretary