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000002537440- -6

Amendment

Filed 12-14-70

14 pgs.

112605

P-15,208-m

MARRIOTT CORPORATION

AMENDMENT increasing inv
cap. to \$1,423,988 and
94,933 shares no par value

FILED IN OFFICE OF SECRETARY
OF STATE OF FLORIDA
by PC on 12-70

TOM ADAM
SECRETARY OF STATE

copy-1



TOM ADAMS
SECRETARY OF STATE

STATE OF FLORIDA
Department of State

THE CAPITOL
TALLAHASSEE 32304

December 14, 1970

C T Corporation System
918 - 16th Street, North West
Washington, D. C. 20006

Attention: Richard B. Ford

Dear Mr. Ford:

Subject: MARRIOTT CORPORATION

This will acknowledge receipt of the following documents for the above captioned corporation:

- ☒ 1. Check in the amount of \$ 1,741.94
- ☐ 2. Articles of Incorporation
- ☒ 3. Amendment to Articles of Incorporation increasing invested capital.
- ☐ 4. Articles of Merger or Consolidation
- ☐ 5. Certificate of Withdrawal received and filed
- ☐ 6. Limited Partnership

Enclosed please find:

- ☐ 1. Invoice No. in the amount of \$
- ☐ 2. Resident Agent Form (to be completed and returned for filing).
- ☐ 3. Certified copy(s)
- ☐ 4. Certificate Under Seal
- ☐ 5. Photocopy(s)
- ☒ 6. A refund of \$ 330.10 will be forwarded later
- ☒ 7. Enclosures or details of filing:

Filed: December 14, 1970.

Sincerely,

TOM ADAMS
Secretary of State

By
Roy L. Allen, Chief
Bureau of Corporation Records

RLA:pc

corp-2



TOM ADAMS
SECRETARY OF STATE

December 14, 1970

C T Corporation System
918 - 16th Street, North West
Washington, D. C. 20006

Attention: Richard B. Ford

Dear Mr. Ford:

Subject: MARRIOTT CORPORATION

A refund for \$330.10 is enclosed for the reason checked:

1. ☐ Withdrawal of charter.
2. ☐ Overpayment of filing fee.
3. ☐ Charter not of record in this office.
4. ☐ Overpayment of certification fee.
5. ☐ Filing fee previously paid.
6. ☐ No fee required.
7. ☐ No response to our letter of
8. ☒ Overpayment of charter tax.
9. ☐ Comments:

If you have any questions regarding this matter, please
let us know.

corp-77
10-9-69

REQUISITION FOR REFUND

This money was originally received per validator stamp as follows:

11-23-70	60500	1	5	\$330.10
Date	Validation No.	Machine No.	Dept. No.	Amount

Requested by: _____
(Head of Department)

pc - For use by Fiscal Department
Paid by Revolving Fund Check No. _____

Dated _____ Amount _____

gen-1
4-30-63

A-594
S.R.C.

C T CORPORATION SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

918 - 16TH STREET, N. W. - WASHINGTON, D. C. 20006

DISTRICT 7-1601 AREA CODE: 202

November 19, 1970

Secretary of State
Corporation Department
Tallahassee, Florida 32304

RE: MARRIOTT CORPORATION (Del.)

COUNSEL:

Marriott Corporation
Att: Robert B. Morris
5161 River Road
Washington, D. C. 20016

WILLIAM B. MORRIS
TALLAHASSEE, FLORIDA

Dec 14 2 47 PM '70

FILED

Dear Sir:

Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation is authorized to do business in your state,

1. Certified copy of Certificate of Amendment, and
2. Form For Increasing Allocation of Authorized Capital Stock.

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office.

Yours very truly,

C T CORPORATION SYSTEM

By

Richard B. Ford

RBF:jb

SPECIAL INSTRUCTIONS:

Our check for \$340.10 enclosed

C. TAX	330.10
FILING	10.00
C. COPY	
R. A. FEE	
P. COPY	
SIA CH	
TOTAL	340.10
BALANCE	10.00
RECEIVED	330.10

FOREIGN SECTION

11103
money
understanding
C.T. 140174

C T CORPORATION SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

918 - 16TH STREET, N. W. • WASHINGTON, D. C. 20006
DISTRICT 7-1601 AREA CODE: 202

December 7, 1970

Secretary of State
Corporation Department
Tallahassee, Florida 32304

FILED
Dec 14 2 47 PM '70
TALLAHASSEE, FLORIDA

Re: MARRIOTT CORPORATION (Delaware) - Evidence of Amendment

Counsel: Robert B. Morris
Marriott Corporation
5161 River Road
Washington, D.C. 20016

Dear Sir:

At the instructions of counsel, we enclose our check for \$1,401.74 to cover the balance due on the charter tax in connection with the Amendment of the ~~named~~ corporation which you are now holding. ~~DE 10-91000~~ **1,401.74

Please proceed with the filing in accordance with our letter of November 19, furnishing us with the usual evidence.

Very truly yours,

C T CORPORATION SYSTEM

By: 

Richard B. Ford

RBF:W
Enclosure

C. TAX	1,401.74
FILING	
C. COPY	
R. A. FEE	
P. COPY	
S. A. CH	
TOTAL	1,401.74
BALANCE DUE	
USD	

STATE OF FLORIDA

Department of State

THE CAPITOL
TALLAHASSEE 32304



TOM ADAMS
SECRETARY OF STATE

November 24, 1970

C T Corporation System
918 - 16th Street, North West
Washington, D. C. 20006

Attention: Richard B. Ford

Dear Mr. Ford:

Subject: MARRIOTT CORPORATION

Document: returned____ pending X
Charter____ Amendment X Consolidation____ Merger____ Dissolution____

- 1.____ Name is not available.
- 2.____ Name must include a corporate suffix.
3. X Check for \$340.10 has been received and deposited but is insufficient to cover: Charter tax X Filing fee____
Certified copy____. Balance due \$1401.74.
- 4.____ Complete mailing address for principal place of business, directors, and subscribers which must include a street address, rural route or highway.
- 5.____ The certificate of incorporation must show the number of directors the corporation shall have (which must be no less than three) with a statement designating the total number.
- 6.____ Corporation must have at least three subscribers. All subscribers must sign and their signatures notarized.
- 7.____ Notary public's acknowledgement is incomplete.
- 8.____ President's signature must be acknowledged.
- 9.____ Amendment must include a statement of approval of stockholders and directors.
- 10.____ Receipted bill regarding proof of publication was not enclosed.
- 11.____ Capital stock tax due
(CONTACT FLORIDA REVENUE COMMISSION FOR AMOUNT DUE)
- 12.____ Other

Sincerely,

TOM ADAMS
Secretary of State

By
Roy L. Allen, Chief
Corporations Bureau

STATE OF FLORIDA)

DEPARTMENT OF STATE)

SS

I, TOM ADAMS, Secretary of State of the State of
Florida, do hereby certify that I have on this day filed
in this office duly authenticated copy of Certificate of
Amendment to Certificate of Incorporation of

MARRIOTT CORPORATION

together with an Affidavit as provided in Chapter 13640,
Laws of Florida, Acts of 1929, to the effect that said
corporation has increased its invested capital within the
State of Florida from \$785,438 to \$1,423,988 and 94,937
shares no par value
and has paid an additional charter tax on said increase
as provided by law, plus the usual filing fee.

GIVEN UNDER my hand and the Great
Seal of the State of Florida,
at Tallahassee, the Capital,
this the 14th day of
December, A. D., 1970.

SECRETARY OF STATE

TOM ADAMS
SECRETARY OF STATE
STATE OF FLORIDA

FORM FOR INCREASING ALLOCATION OF AUTHORIZED CAPITAL STOCK TO THE STATE OF FLORIDA

This form must be completed by any corporation increasing its allocation of authorized capital stock to Florida either by amendment to its articles of incorporation or by increasing its activities in Florida in greater proportion than its overall activities.

The schedule for the charter tax is found in Section 608.05, Florida Statutes. This form must be accompanied by a five dollar (\$5) filing fee.

November 17, 1970

MARRIOTT CORPORATION, a corporation organized under the laws of Delaware, with its principal office located at 5161 River Road, Miami, Florida 33142 and its principal office in Florida at 3630 NW 25th St. makes the following statement:

1. The corporation was issued a permit in Florida on 4/14/61
2. The Nature of the corporation's business is restaurant and related operations
3. This report is based upon the accounting period ending 11/18/69
4. Book value (excluding goodwill) of Florida assets.....\$9,343,286
5. Amount of business transacted in Florida last year.....\$14,440,191
6. SUM OF ITEMS 4 and 5.....\$23,783,457
7. Book value (excluding goodwill) of all assets.....\$82,001,013
8. Total business transacted last year.....\$168,529,078
9. SUM OF ITEMS 7 and 8.....\$250,530,091
10. (a) Number of shares of authorized capital stock 1,000,000 Preferred Stock, NPV
15,000,000 Common Stock, \$1 par value
(b) Kind _____ (if par value include par)
11. Total par value of par value shares \$ 15,000,000
12. Tax computation on par value shares 9.49325 000
(a) (Item 6) \$23,783,457 (Item 11) \$15,000,000 = \$ 1,423,988 (Florida allocation)
(Item 9) \$250,530,091
(b) Multiply Florida allocation by tax schedule found in Section 608.05, Florida Statutes, 1,200.85
13. Tax computation on no par shares 9.49325
(a) (Item 6) \$23,783,457 (Item 10a) 1,000,000 94,933 (Florida allocation)
(Item 9) \$250,530,091
(b) Multiply Florida allocation by tax schedule found in Section 608.05, Florida Statutes, \$.16560

14. Previous allocation to Florida _____
15. Total charter tax previously paid to Florida by corporation 870.75
16. Item 12 or 13 minus item 15 will give tax payable in dollars \$ 330.10

STATE OF Maryland)
COUNTY OF Montgomery) SS

(Signed) Robert E. Koehler
By Vice President
(corporate officer)

Personally appeared before me an officer authorized to take acknowledgements Robert E. Koehler, who states that he is Vice Pres. of Marriott Corporation and that the information above is correct to the best of his knowledge.

Sworn to and subscribed before me this 18 day of November A. D. 1970

My Commission Expires July 1, 1974

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

MARRIOTT CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That a meeting of the Board of Directors of MARRIOTT CORPORATION resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended said Article shall be and read as follows:

"FOURTH. The total number of shares of all classes of stock which the corporation shall have authority to issue is thirty one million (31,000,000). Of such shares (i) thirty million (30,000,000) shares shall be Common Stock of the par value of One Dollar (\$1.00) per share, and (ii) one million (1,000,000) shares shall be Preferred Stock without par value.

No holder of stock of any class of the corporation, whether now or hereafter authorized or issued, shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, or of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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S.R.C.

any securities convertible into stock of any class or any character or to which are attached or with which are issued warrants or rights to purchase any such stock, whether now or hereafter authorized, issued or sold, or whether issued for moneys, property or services, or by way of dividend or otherwise, or any right or subscription to any thereof, other than such, if any, as the board of directors in its discretion may from time to time fix, pursuant to authority hereby conferred upon it; and any shares of stock or convertible obligations with warrants or rights to purchase any such stock, which the board of directors may determine to offer for subscription, may be sold without being first offered to any of the holders of the stock of the corporation of any class or classes or may, as such board shall determine, be offered to holders of any class or classes of stock exclusively or to the holders of all classes of stock, and if offered to more than one class of stock, in such proportions as between such classes of stock as the board of directors, in its discretion, may determine.

The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the board of directors (authority to do so being hereby expressly vested in the board) and such resolution or resolutions shall also set forth the voting powers, full or limited or none, of each such series of Preferred Stock and shall fix the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of each such series of Preferred Stock.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a regular meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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S.R.C.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said MARRIOTT CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. Willard Marriott its President, and attested by Robert B. Morris its Secretary, this 14th day of November, 1969.

MARRIOTT CORPORATION

MARRIOTT CORPORATION
(CORPORATE SEAL)
DELAWARE
1929

By J. Willard Marriott
J. Willard Marriott
President

ATTEST:

By Robert B. Morris
Robert B. Morris
Secretary

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S.R.C.

STATE OF MARYLAND

COUNTY OF MONTGOMERY

ss:

BE IT REMEMBERED that on this 10th day of November, 1969, personally came before me, a Notary Public in and for the County and State aforesaid, J. Willard Marriott, President of MARRIOTT CORPORATION, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Victoria C. Mullinix
Notary Public

~~(XXXX)~~

VICTORIA C. MULLINIX
NOTARY PUBLIC
MONTGOMERY CO., MD.

My Commission Expires:

July 1, 1974

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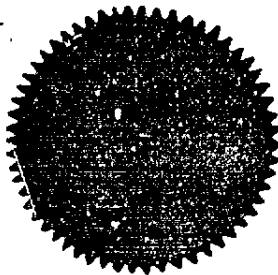
S.R.C.



Office of Secretary of State.

J. Eugene Bunting, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "MARRIOTT CORPORATION", as received
and filed in this office the twenty-fourth day of November, A.D. 1969,
at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-fourth day
of November in the year of our Lord
sixty-nine.
one thousand nine hundred and



Eugene Bunting

Secretary of State

R. H. Caldwell

Act's Secretary of State

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S.R.C.