

815208

Merger
Filed 6-1-73

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7 pgs.

F-15,208 q

MARRIOTT CORPORATION

Cert. copy of Merger merging
several corps., not qual
into the above.,

FILED IN OFFICE OF DEPARTMENT
OF STATE. STATE OF FLORIDA.
by jc on 6/1/73

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

CORPORATION SYSTEM

Associated with The Corporation Trust Company
1111 14TH STREET, N.W., WASHINGTON, D. C. 20005 • (202) 347-1601

May 29, 1973

RE: MARRIOTT CORPORATION (Del.)

Merged: BIG BOY PROPERTIES OF MICHIGAN, INC. (Del.)
BIG BOY PROPERTIES OF ARIZONA, INC. (Del.)
BIG BOY PROPERTIES OF TEXAS, INC. (Del.)

COUNSEL: Marriott Corporation

Att: Robert B. Morris, Secy. & Cal.
4101 River Road
Washington, D.C. 20016

MAY 31-73 *2 885.00 ****15.00

Enclosed for filing
Corporation Department
to Tallahassee, Florida

Gentlemen:

At the instruction of counsel indicated above we enclose evidence of the above merger for filing in your state.

Enclosed is our check to cover your fees in this connection. Please forward the usual evidence of filing directly to this office. If for any reason the attached cannot be filed promptly, please notify this office of the details by a collect telephone call. Thank you for your cooperation.

Very truly yours,

C T CORPORATION SYSTEM

George A. Ward
Service Representative

CW:as
Encls.

FILED
JUN 1 10 22 AM 1973
DEPARTMENT
TALLAHASSEE, FLORIDA



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

RICHARD (DICK) STONE
SECRETARY OF STATE

C T Corporation System
918-16th Street, N. W.
Washington, D. C. 20086

Attention: George M. Ward

Dear Sir:

904/488-3146
(TWX) 810/931-3677

Please refer to this number for future correspondence
regarding this corporation

June 7, 1973

CHARTER #

F-15,208

Subject: MARRIOTT CORPORATION

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

- XX 1. Check in the amount of \$ 15.00.
- 2. Articles of Incorporation
- 3. Amendment to Articles of Incorporation
- XX 4. Articles of Merger or Consolidation ~~or~~ Merger merging several
corporations, not qualified in Florida, into the above.,
- 5. Certificate of Withdrawal received and filed
- 6. Limited Partnership

Enclosed please find:

- 1. Invoice No. _____ in the amount of \$ _____
- 2. Certified Copy (s)
- 3. Certificate under Seal
- 4. Photocopy (s)
- 5. A refund of \$ _____ will be forwarded later
- 6. Enclosures or details of filing:

Filed: June 1, 1973.

Sincerely,

RICHARD (DICK) STONE
Secretary of State

By *David S. Jones*
David S. Jones, Chief
Bureau of Corporation Records

corp-2
6-1-72

DJ/jc
Enclosures

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BIG BOY PROPERTIES OF MICHIGAN, INC.
BIG BOY PROPERTIES OF ARIZONA, INC.
BIG BOY PROPERTIES OF TEXAS, INC.

INTO

MARRIOTT CORPORATION

MARRIOTT CORPORATION, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 10th day of July 1929, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Big Boy Properties of Michigan, Inc., a corporation incorporated on the 19th day of December 1966, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding stock of Big Boy Properties of Arizona, Inc., a corporation incorporated on the 19th day of December 1966, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding stock of Big Boy Properties of Texas, Inc., a corporation incorporated on the 19th day of December, 1966 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors duly adopted by the Board of Directors at a duly called and convened meeting at which meeting a quorum was present and voting throughout, held on the 9th day of March 1973, determined to and did merge into itself said Big Boy Properties of Michigan, Inc., Big Boy Properties of Arizona, Inc., and Big Boy Properties of Texas, Inc.

FILED
MAR 10 1973
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

RESOLVED, that Marriott Corporation merge, and it hereby does merge into itself said Big Boy Properties of Michigan, Inc., Big Boy Properties of Arizona, Inc., and Big Boy Properties of Texas, Inc.; and

RESOLVED, FURTHER, that the merger shall be effective as of February 9, 1973, for accounting purposes only; and

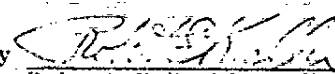
RESOLVED, FURTHER, that the proper officers of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Big Boy Properties of Michigan, Inc., Big Boy Properties of Arizona, Inc., and Big Boy Properties of Texas, Inc.; and assume their obligations and liabilities, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any wise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Marriott Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by Robert E. Koehler, its Vice President, and attested by Robert B. Morris, its Secretary, this 16th day of May 1973.

Attest: CORPORATE SEAL

MARRIOTT CORPORATION

Robert B. Morris, Secretary

By  Robert E. Koehler, Vice President

STATE OF MARYLAND)


COUNTY OF MONTGOMERY)

SS:

Be it remembered that on this 16th day of May 1973 personally came before me, a Notary Public in and for the jurisdiction aforesaid, Robert E. Koehler, Vice 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.

NOTARIAL SEAL


Notary Public

My Commission Expires: July 1, 1974

State of Delaware

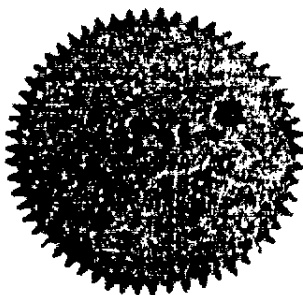


Office of Secretary of State

A. Robert H. Reed, 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 Ownership of the "MARRIOTT CORPORATION", merging "BIG BOY PROPERTIES
OF MICHIGAN, INC.", "BIG BOY PROPERTIES OF ARIZONA, INC." and "BIG BOY PROPERTIES
OF TEXAS, INC.", pursuant to Section 253 of the General Corporation Law of the State
of Delaware, as received and filed in this office the twenty-first day of May, A.D.
1973, at 10 o'clock A.M.

FILED
JUN 1 10 22 AM 1973
DEPT. OF
TALLAHASSEE

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-first *day*
of May *in the year of our Lord*
one thousand nine hundred and seventy-three.



A. Robert H. Reed

Secretary of State

Asst. Secretary of State