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Merger  
Filed 10-12-76

7 pgs.

# C T CORPORATION SYSTEM



*Merger*

Associated with The Corporation Trust Company  
918-16TH STREET, N.W., WASHINGTON, D. C. 20005 • (202) 347-1601

October 4, 1976

RE: MARRIOTT SECURITY SYSTEMS, INC. (Fla.)  
Merging Into: MARRIOTT CORPORATION (Del.)

COUNSEL: Robert B. Morris, Atty.  
Marriott Corporation  
5161 River Road, N.W.  
Washington, D.C. 20016

87-8-76 12 84500 \*\*\*\*\*5.00

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

Dear Sir:

87-8-76 12 84500 \*\*\*\*\*50.00

At the request of the above named attorney we attach Articles of Merger between the above corporations. Please file the attached, furnishing us with the usual evidence. Our check in the amount of \$30.00 is attached to cover the fee.

Also, we attach an additional check in the amount of \$5.00. We would appreciate it if you would furnish us with a special certificate evidencing the filing of the merger.

If there are any problems, please call us collect.  
Many thanks.

Very truly yours,

C T CORPORATION SYSTEM

*Richard T. Rizzi*  
Richard T. Rizzi  
Assistant Secretary

FILED  
OCT 12 8 38 AM '76  
STATE  
DEPARTMENT OF  
TALLAHASSEE, FLORIDA

PRIVILEGE TAX	
C. TAX	30
FILING	5
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	35
BALANCE DUE	



## Secretary of State

STATE OF FLORIDA  
THE CAPITOL  
TALLAHASSEE 32304

October 12, 1976

BRUCE A. SMATHERS  
SECRETARY OF STATE

C T CORPORATION SYSTEM  
918-16th Street, N.W.  
Washington, D.C. 20006  
Attn: Richard T. Rizzi

Telephone Number:  
904/488-3140

CHARTER NUMBER: 815208  
226232

SUBJECT: MARRIOTT SECURITY SYSTEMS, INC. MERGING INTO: MARRIOTT CORPORATION  
EXECUTED MERGER

This will acknowledge receipt of the following:

- ☒ 1. Check in the amount of \$ 35.00.
- ☐ 2. Articles of Incorporation filed
- ☐ 3. Amendment to Articles of Incorporation filed
- ☒ 4. Articles of Merger or Consolidation filed October 12, 1976.
- ☐ 5. Certificate of Withdrawal filed
- ☐ 6. Limited Partnership filed
- ☐ 7. Trademark Application filed
- ☐ 8. Application for qualification filed . It is no longer required to issue a permit. A certificate under seal to this effect may be obtained for \$5.
- ☐ 9. Reinstatement filed
- ☐ 10. Dissolution filed
- ☐ 11. Other:

### ENCLOSED:

- ☐ 1. Certified Copy(ies)
- ☒ 2. Certificate(s) Under Seal
- ☐ 3. Photocopy(ies)
- ☐ 4. Other:

DIVISION OF CORPORATIONS

Corp. 100 (Corp. 2)  
05/03/76

ARTICLES OF MERGER  
OF  
MARRIOTT SECURITY SYSTEMS, INC.  
INTO  
MARRIOTT CORPORATION

Pursuant to Section 607.227 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: MARRIOTT CORPORATION, is a corporation organized under the laws of the State of Delaware, owning at least 90 per cent of the shares of MARRIOTT SECURITY SYSTEMS, INC., a corporation organized under the laws of the State of Florida.

SECOND: The following plan of merger was approved by resolution of the Board of Directors of MARRIOTT CORPORATION.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of shares each class owned by the surviving corporation is:

<u>CLASS</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>NUMBER OF SHARES OWNED BY PARENT</u>
Common	20	20

FOURTH: The mailing of the plan of merger to the shareholders of the subsidiary corporation was waived by all the shareholders.

FIFTH: The effective date of the merger is July 30, 1976, for accounting purposes.

SIXTH: It is agreed that, upon and after the issuance of a Certificate of Merger by the Secretary of State of the State of Florida:

1. The surviving corporation may be served with process in the state of Florida in any proceeding for the enforcement of any obligation of any corporation organized under the Laws of the State of Florida which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting share-

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

holder of any such corporation organized under the Laws of the State of Florida against the surviving corporation;

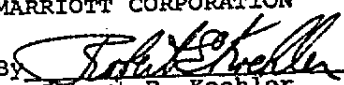
2. The Secretary of State of the State of Florida shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is MARRIOTT CORPORATION, 5161 River Road, Bethesda, Maryland 20016.

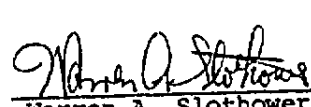
3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Florida which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Florida General Corporation Act with respect to the rights of dissenting shareholders.

Signed this 9th day of August, 1976.

MARRIOTT CORPORATION

By

  
Robert E. Koehler,  
Vice President

  
Warren A. Slothower  
Assistant Secretary

STATE OF MARYLAND  
COUNTY OF MONTGOMERY

The following instrument was acknowledged before me  
this 9th day of August, by Robert E. Koehler, Executive Vice  
President of Marriott Corporation on behalf of the corporation.

  
Notary Public

Seal

PLAN OF MERGER

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FIRST: MARRIOTT CORPORATION, a corporation organized under the laws of the State of Delaware, shall merge with and into itself and assume the liabilities and obligations of MARRIOTT SECURITY SYSTEMS, INC., a corporation organized under the laws of the State of Florida. The name of the surviving corporation is MARRIOTT CORPORATION.

SECOND: The presently issued and outstanding shares of the stock of MARRIOTT SECURITY SYSTEMS, INC., the merging corporation, all of which are owned by MARRIOTT CORPORATION, the surviving corporation, shall be surrendered and cancelled. No shares of stock of the surviving corporation shall be issued in exchange thereof.

THIRD: The Certificate of Incorporation of MARRIOTT CORPORATION, shall be the Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

FOURTH: The By-laws of MARRIOTT CORPORATION, shall be the By-laws of the corporation surviving the merger.

FIFTH: The Directors and Officers of MARRIOTT CORPORATION shall be the Directors and Officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on July 30, 1976 for accounting purposes.

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JUL 31 1976  
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