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Amendment

100002537461--1

Filed 3-10-72

10 pgs.

F-15,208 m

**MARRIOTT CORPORATION**

Amendment increasing investment  
capital to \$4,361,656 and  
96,926 shares no par value.

FILED IN OFFICE OF DEPARTMENT  
OF STATE, STATE OF FLORIDA  
by mb on 3-10-72

**RICHARD (DICK) STONE**  
SECRETARY OF STATE

# C T CORPORATION SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY  
918 - 16TH STREET, N.W. WASHINGTON, D.C. 20006  
DISTRICT OF COLUMBIA CODE: 302

February 22, 1972

RE: MARRIOTT CORPORATION (Del.)

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

Secretary of State  
Corporation Department  
Tallahassee, Florida 32304

Dear Sir:

Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation, which is authorized to do business in your state, Certified Copy of Amendment and Form for Increasing Allocation of 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 Mary L. Walls  
(Mrs.) Mary L. Walls

MLW:ml  
enc.

## SPECIAL INSTRUCTIONS:

Check \$15.00

PRIVILEGE TAX	
C. TAX	12.37
FILING	15
TOTAL	12.52
BALANCE DUE	358.83
REFUND	

FILED  
MAR 10 10 06 AM 1972  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

113 282 6 - 12200 \*\*\*15.00

CT \$78.92



STATE OF FLORIDA  
Department of State

THE CAPITOL  
TALLAHASSEE 32304

RICHARD (DICK) STONE  
SECRETARY OF STATE

ROY L. ALLEN, DIRECTOR  
DIVISION OF CORPORATIONS

March 10, 1972

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

Attention: Mrs. Mary L. Walls

Gentlemen:

Subject: MARRIOTT CORPORATION

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

- ☒ 1. Check in the amount of \$1,252.75.
- ☐ 2. Articles of Incorporation
- ☒ 3. Amendment to Articles of Incorporation increasing invested capital to \$4,361,656. and 96,926 shares no par value.
- ☐ 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 \$358.83 will be forwarded later
- ☐ 7. Enclosures or details of filing:

Filed: March 10, 1972.

Sincerely,

RICHARD (DICK) STONE  
Secretary of State

By  
Murray McLaughlin, Chief  
Bureau of Corporation Records

MM/mb

corp-2  
1-5-71

Enclosures

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S.R.C.

STATE OF FLORIDA )  
DEPARTMENT OF STATE ) SS

I, RICHARD (DICK) STONE, 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 \$1,423,988 and 94,933 shares no par value., to; \$4,361,656 and 96,926 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 10th day of  
March, A. D., 1972.

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.

February 15, 1972

Marriott Corporation, a corporation organized under the laws of Delaware, with its principal office located at 5161 River Road and its principal office in Florida at Washington, D.C. 20016

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 7/31/70
4. Book value (excluding goodwill) of Florida assets.....\$10,480,368
5. Amount of business transacted in Florida last year.....\$16,451,330
6. SUM OF ITEMS 4 and 5.....\$26,931,698
7. Book value (excluding goodwill) of all assets.....\$89,588,929
8. Total business transacted last year.....\$188,084,587
9. SUM OF ITEMS 7 and 8.....\$277,673,516
10. (a) Number of shares of authorized capital stock 1,000,000 N.P.V. preferred  
(b) Kind 45,000,000 \$1.00 per value (if per value include par)
11. Total par value of par value shares \$ 45,000,000
12. Tax computation on par value shares  
(a) (Item 6) \$26,931,698 X (Item 11) \$45,000,000. \$ 4,361,656. (Florida allocation)  
(Item 9) \$277,673,516.  
(b) Multiply Florida allocation by tax schedule found in Section 608.05, Florida Statutes, \$ \*734.50

13. Tax computation on no par shares  
(a) (Item 6) \$26,931,698 X (Item 10a) 1,000,000. = 96,926 (Florida allocation)  
(Item 9) \$277,673,516.  
(b) Multiply Florida allocation by tax schedule found in Section 608.05, Florida Statutes, \$ \*498.25

14. Previous allocation to Florida \*
15. Total charter tax previously paid to Florida by corporation \*
16. Item 12 or 13 minus item 15 will give tax payable in dollars \$ 1,232.75

STATE OF Maryland ss  
COUNTY OF Montgomery

(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 President of Marriott Corporation and that the information above is correct to the best of his knowledge.

Sworn to and subscribed before me this 16 day of February A. D. 1972

Common Stock (Par Value)

allocation per current allocation sheet	\$4,361,656.
" " previous " "	<u>1,423,988.</u>
	\$2,937,668.

2,938 thousands @\$.25      \$734.50

Preferred Stock (No Par Value)

allocation per current allocation sheet	\$ 96,926.
" " previous " "	<u>94,933.</u>
	\$ 1,993.

1,993 @\$.25 per share      \$498.25

Calculation based on additional amounts based on present rates.

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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 at 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 resolutions setting forth the proposed amendment are as follows:

RESOLVED, that the Board of Directors does hereby recommend and declare the advisability of amending the Certificate of Incorporation of Marriott Corporation to increase the authorized \$1 par value common stock to 45 million shares; and

RESOLVED, FURTHER, that at the annual meeting of stockholders scheduled for November 16, 1971, the stockholders be requested to vote on this proposed change to the first paragraph of ARTICLE FOURTH of the Certificate of Incorporation. Thus, the first paragraph of said ARTICLE FOURTH would read as follows:

"FOURTH: The total number of all classes of stock which the corporation shall have authority to issue is Forty-six Million (46,000,000). Of such shares, (i) Forty-five Million (45,000,000) shall be Common Stock of the par value of One Dollar (\$1.00) per share, and (ii) One Million (1,000,000) shall be Preferred Stock without par value."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a 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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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.

IN WITNESS WHEREOF, said MARRIOTT CORPORATION has caused this certificate to be signed by J. Willard Marriott, Jr., its President, and attested by Robert B. Morris, its Secretary, this 16th day of November 1971.

MARRIOTT CORPORATION

*J. Willard Marriott Jr.*  
J. Willard Marriott, Jr., President

ATTEST:

By *R. B. Morris*  
Robert B. Morris  
Secretary

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# State of Delaware

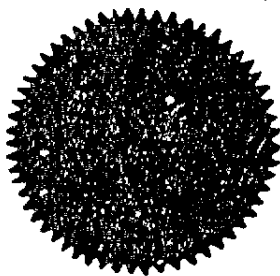


## Office of Secretary of State

Malton B. Burson

*J. [redacted] [redacted] 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 "HARRIOTT CORPORATION", as received and filed in  
this office the seventeenth day of November, A.D. 1971, at 10 o'clock A.M.

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



Walter H. [redacted]

*[Signature]*

Secretary of State

*R. N. Caldwell*

Asst. Secretary of State

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