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Merger
Filed 11-28-73

7pgs.

815,208 (t)

MARRIOTT CORPORATION

Cert of merger merging
O'HARE PORPERTIES, INC. a
Del corp not qual into the
above

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA
by lp on 11-28-73

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 • (202) 547-1801

November 19, 1973

RE: MARRIOTT CORPORATION (Del. Dom.)
Merged: O'HARE PROPERTIES, INC. (Del. Dom.)

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

Secretary of State
Corporation Department
Tallahassee, Florida 32304

CV 272 2 - 06700 ****15

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, a certified copy of Certificate of Ownership and Merger.

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. Waller*
(Mrs.) Mary L. Waller
Service Representative

SPECIAL INSTRUCTIONS:

Check Enclosed \$ 15.00

MLW:sc
Encls.

PRIVILEGE TAX	
C. TAX	
FILING	15
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	15
BALANCE DUE	
REFUND	

RECEIVED
TALLAHASSEE, FLORIDA

NOV 28 2 23 PM 1973

FILED



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. 20006

Attn: Mrs. Mary L. Walls

Dear Mrs. Walls:

904/588-3146
(TWX) 810/931-3677

Please refer to this number for future correspondence
regarding this corporation

215,208

November 30, 1973

Subject: MARRIOTT CORPORATION

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

- ☒ 1. Check in the amount of \$ 15.
- ☐ 2. Articles of Incorporation
- ☐ 3. Amendment to Articles of Incorporation
- ☒ 4. Articles of Merger or Consolidation merging O'EARE PROPERTY INC. 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: November 28, 1973

Sincerely,

RICHARD (DICK) STONE
Secretary of State

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

corp-2
7/23/73

DSJ/ lp
Enclosures

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

O'HARE PROPERTIES, 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 O'Hare Properties, Inc., a corporation incorporated on the 14th day of June 1961, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of the Board of Directors duly adopted by them at its duly called and convened meeting at which meeting a quorum was present and voting throughout, held on the 6th day of September 1973, determined to and did merge into itself effective on the 19th day of October 1973, for accounting purposes, said O'Hare Properties, Inc.

RESOLVED, that Marriott Corporation merge, and it hereby does merge into itself O'Hare Properties, Inc., a Delaware corporation, wholly-owned by Marriott Corporation; and

RESOLVED, FURTHER, that the merger shall be effective on October 19, 1973, for accounting purposes; 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 O'Hare Properties, Inc., and assume its 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.

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IN WITNESS WHEREOF, said Marriott Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by Sterling D. Colton, its Vice President, and attested by Betty Jane Metzner, its Assistant Secretary, this 19th day of October 1973.

Attest: CORPORATE SEAL

MARRIOTT CORPORATION

By Betty Jane Metzner
Assistant Secretary

By Sterling D. Colton
Vice President

STATE OF MARYLAND)
COUNTY OF MONTGOMERY) SS:

As it remembered that on this 19th day of October 1973, personally came before me, a Notary Public in and for the jurisdiction aforesaid, Sterling D. Colton, 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 Assistant 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.

Alfred J. Colton
Notary Public

SEAL

NOTARIAL SEAL

My Commission Expires: July 1, 1974

State of Delaware

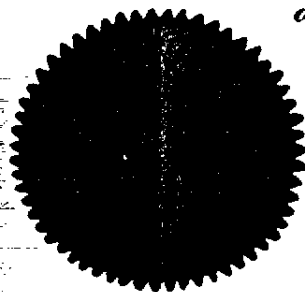


Office of Secretary of State

I, 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 "O'HARE PROPERTIES,
INC.", pursuant to Section 253 of the General Corporation Law of the State of
Delaware, as received and filed in this office the twenty-third day of October,
A.D. 1973, at 10 o'clock A.M.

FILED
NOV 28 2 23 PM 1973
DEPARTMENT OF
TALLAHASSEE, FLORIDA

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



Robert H. Reed

Robert H. Reed

Secretary of State

G. A. Biddle

G. A. Biddle

Asst's Secretary of State