

815208

Merger
Filed 1-29-75

200002537512--0

6 pgs.

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
918-16TH STREET, N.W., WASHINGTON, D. C. 20006 • (202) 347-1601

January 17, 1975

oc 'S

RE: ~~MARriott CORPORATION (Del.)~~
~~Merged CARPENTER PROPERTIES, INC. (Del.)~~
~~HOT SHOPPE COLORADO BLDG., INC. (Del.)~~
~~GREAT EASTERN HOT SHOPPES, INC. (Del.)~~
~~GALLATIN PROPERTIES, INC. (Del.)~~

ACT
INACT

Secretary of State
Corporation Department
Tallahassee, Florida 32304

JAN 30 1975 - 11300 ****15.00

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

Dear Sir:

At the request of the above-named attorney, we attach a document issued by the Secretary of State of Delaware covering the subject merger. Please file the enclosed on behalf of the surviving corporation which is qualified to transact business in your jurisdiction, furnishing us with the usual evidence. The merger document does not amend the Certificate of Incorporation of the survivor.

Our check is enclosed to cover your fee. Thank you for your assistance.

Very truly yours,

C T CORPORATION SYSTEM

Richard T. Rizzi
Assistant Secretary

RTR:m1
enc.

Check - \$15.00

C. TAX	15
FINING	
B. ACTING FEE	
C. C. C.	15
TOTAL	
M. R. C.	
DATA AND BUS	
RECEIVED	



Bruce A. Smathers
SECRETARY OF STATE

C T CORPORATION SYSTEM
918 - 16th STREET N. W.
WASHINGTON, D.C. 20006

ATTN: RICHARD T. RIZZI

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

Jan. 29, 1975

904/488-3140

812208
Please refer to this number for
future correspondence regarding
this corporation

Subject: **MARRIOTT CORPORATION**

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

- ☒ 1. Check in the amount of \$ 15.00
- ☐ 2. Articles of Incorporation
- ☐ 3. Amendment to Articles of Incorporation
- ☒ 4. Articles of Merger or Consolidation merging four (4)
Delaware corporations into the above.
- ☐ 5. Certificate of Withdrawal received and filed
- ☐ 6. Limited Partnership
- ☐ 7. Trademark Application

Enclosed please find:

- ☐ 1. Certified Copy (ies)
- ☐ 2. Certificate under Seal
- ☐ 3. Photocopy (ies)
- ☐ 4. A refund of \$ will be forwarded later
- ☐ 5. Enclosures or details of filing:
- ☐ 6. Other

Filed: Jan. 29, 1975

Sincerely,

Nettie F. Sims

Nettie F. Sims, Chief
Bureau of Corporation Records

NFS/ js

Enclosures

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

CARPENTER PROPERTIES, INC.
HOT SHOPPE COLORADO BLDG., INC.
GREAT EASTERN HOT SHOPPES, INC.
GALLATIN PROPERTIES, INC.

INTO
MARRIOTT CORPORATION

The undersigned corporation organized and existing under and by virtue of the general corporation law of the state 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 CARPENTER PROPERTIES, INC., a corporation incorporated on the 26th day of January, 1950, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of HOT SHOPPE COLORADO BLDG., INC., a corporation incorporated on the 21st day of January, 1959, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of GREAT EASTERN HOT SHOPPES, INC., a corporation incorporated on the 2nd day of January, 1959, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of GALLATIN PROPERTIES, INC., a corporation incorporated on the 24th day of February, 1960, 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 Executive Committee of the Board of Directors at its duly called and convened meeting at which meeting a quorum was present and voting throughout, held on the 25th day of November, 1974, determined to and did merge into itself the corporations listed in paragraph SECOND above, effective December 13, 1974, for accounting purposes:

RESOLVED, that Marriott Corporation merger into itself CARPENTER PROPERTIES, INC., HOT SHOPPE COLORADO BLDG., INC., GREAT EASTERN HOT SHOPPES, INC., GALLATIN PROPERTIES, INC., and assumes all of the obligations, and

FURTHER RESOLVED, 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 CARPENTER PROPERTIES, INC., HOT SHOPPE COLORADO BLDG., INC., GREAT EASTERN HOT SHOPPES, INC., GALLATIN PROPERTIES, 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 anywise necessary of 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 Woodrow D. Marriott, its Vice President, and attested by Robert B. Morris, its Secretary, this 31st day of December, 1974.

MARRIOTT CORPORATION

By Woodrow D. Marriott
Vice President

(Corporate Seal)

ATTEST:

By Robert B. Morris
Secretary

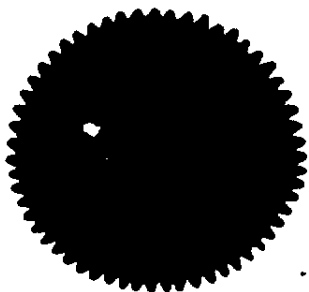


State
of
DELAWARE

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 "CARPENTER
PROPERTIES, INC.", "HOT SHOPPE COLORADO BLDG., INC.", "GREAT EASTERN HOT
SHOPPES, INC." and "GALLATIN PROPERTIES, INC.", pursuant to Section 253 of the
General Corporation Law of the State of Delaware, as received and filed in this
office the thirteenth day of January, A.D. 1975, at 10 o'clock A.M.

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



Robert H. Reed

Robert H. Reed

Secretary of State

W. R. Liddle

Asst Secretary of State