

815208

Merger

Filed 9-2-71

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10 pgs.

MARRIOTT CORPORATION

Merger involving MARRIOTT LAKELAND
PROPERTIES, INC. (E-21016), LEEWAY
PROPERTIES, INC. (E-18,451), MIAMI
AIRLINE CATERERS, INC. (E-12,119),
BONNIE GLADE PROPERTIES, INC.
(E-18,246), SOUTHLAND PROPERTIES,
INC. (E-16,148), CALVERT PROPERTIES
INC. (E-18,888), MARRIOTT LAKELAND
CALL PROPERTIES, INC. (E-21,109),
PALMER LAKE PROPERTIES, INC.
(E-18,880) all Delaware Corpora-
tions, into above corp filed
September 2, 1971.

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA.

by hc, September 2, 1971.

RICHARD (DICK) STONE
SECRETARY OF STATE

A-594

S.

STATE OF FLORIDA)
:
OFFICE SECRETARY OF STATE)

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 Agreement of Merger merging MARRIOTT LEJEUNE PROPERTIES, INC., LEEWAY PROPERTIES, INC., MIAMI AIRLINE CATERERS, INC., GOLDEN GLADES PROPERTIES, INC., SOUTHLAND PROPERTIES, INC., CALVERT PROPERTIES, INC., MARRIOTT LAUDERDALE PROPERTIES, INC., and PALMER LAKE PROPERTIES, INC., all Delaware corporations, into MARRIOTT CORPORATION, a Delaware corporation. Said merger has been perfected under the Laws of the State of Delaware.

GIVEN UNDER my hand and the Great
Seal of the State of Florida,
at Tallahassee, the Capital,
this the 2nd day of September,
A. D., 1971.

SECRETARY OF STATE

A-594

S.R.C.

C T CORPORATION SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

918 - 15TH STREET, N.W. • WASHINGTON, D. C. 20006
347-1601 AREA CODE: 204

August 27, 1971

Re: MARRIOTT CORPORATION

Merging: MARRIOTT LEJEUNE PROPERTIES, INC. ✓ F 21,016
LEEWAY PROPERTIES, INC. ✓ F 18,418
MIAMI AIRLINE CATERERS, INC. ✓
GOLDEN GLADES PROPERTIES, INC. ✓
SOUTHLAND PROPERTIES, INC. ✓
CALVERT PROPERTIES, INC. ✓
MARRIOTT LAUDERDALE PROPERTIES, INC. ✓
PALMER LAKE PROPERTIES, INC. ✓

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

Secretary of State
Corporation Department
Tallahassee, Florida 32304

Dear Sir:

At the request of the above-named attorney, we attach a certified copy of Certificate of Ownership and Merger on behalf of all of the subject corporations, which are qualified to transact business in your state.

Please file the enclosed on behalf of the ~~merged~~ ^{SURVIVING} corporation and mark your record to indicate that the eight merged corporations are no longer in existence.

Our check in the amount of \$15.00 is attached to cover the fee.

Thank you for your assistance.

Very truly yours,

C T CORPORATION SYSTEM

By Richard T. Rizer
Assistant Secretary

FOREIGN SECTION

RTR:W
Enclosures

SPRINTS TAX	
C. TAX	
FILING	15.00
C. COPY	
R. A. FEE	30300 ****15.00
P. COPY	
SEARCH	
TOTAL	15.00
BALANCE DUE	
REFUND	

FILED
SEP 2 11 10 AM '71
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



RICHARD (DICK) STONE
SECRETARY OF STATE

STATE OF FLORIDA
Department of State

THE CAPITOL
TALLAHASSEE 32304

ROY L. ALLEN, DIRECTOR
DIVISION OF CORPORATIONS

September 2, 1971

C T Corporation System,
918 - 16th Street, Northwest
Washington, D. C. 20006

Attention: Richard T. Rizzi

Dear Sir:
Subject: MARRIOTT CORPORATION.

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

- xx 1. Check in the amount of \$ 15.
- ___ 2. Articles of Incorporation
- ___ 3. Amendment to Articles of Incorporation
- xx 4. Articles of Merger, ~~or Consolidation~~ See reverse side.
- ___ 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 \$ _____ will be forwarded later
- ___ 7. Enclosures or details of filing:

Filed: September 2, 1971.

Sincerely,

RICHARD (DICK) STONE
Secretary of State

By _____
Murray McLaughlin, Chief
Bureau of Corporation Records

MM/ bc

Enclosures

corp-2
1-5-71

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#4. Articles of Merger merging MARRIOTT LEJEUNE PROPERTIES, INC.,
LEEWAY PROPERTIES, INC., MIAMIA AIRLINE CATERERS, INC., GOLDEN GLADES
PROPERTIES, INC., SOUTHLAND PROPERTIES, INC., CALVERT PROPERTIES, INC.,
MARRIOTT LAUDERDALE PROPERTIES, INC., PALMER LAKE PROPERTIES, INC.,
all Delaware corporations, into MARRIOTT CORPORATION, a Delaware
corporation, filed September 2, 1971.

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MARRIOTT LEJEUNE PROPERTIES, INC.
LEEWAY PROPERTIES, INC.
MIAMI AIRLINE CATERERS, INC.
GOLDEN GLADES PROPERTIES, INC.
SOUTHLAND PROPERTIES, INC.
CALVERT PROPERTIES, INC.
MARRIOTT LAUDERDALE PROPERTIES, INC.
PALMER LAKE 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 MARRIOTT LEJEUNE PROPERTIES, INC., a corporation incorporated on the 2nd day of October, 1964, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of LEEWAY PROPERTIES, INC., a corporation incorporated on the 20th day of February, 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 MIAMI AIRLINE CATERERS, INC., a corporation incorporated on the 17th day of December, 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 GOLDEN GLADES PROPERTIES, INC., a corporation incorporated on the 26th day of April, 1961, pursuant to the General Corporation Law of the State of Delaware.

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That this corporation owns all of the outstanding shares of the stock of SOUTHLAND PROPERTIES, INC., a corporation incorporated on the 17th day of April, 1962, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of CALVERT PROPERTIES, INC., a corporation incorporated on the 5th day of April, 1963, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of MARRIOTT LAUDERDALE PROPERTIES, INC., a corporation incorporated on the 8th day of January, 1968, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of PALMER LAKE PROPERTIES, INC., a corporation incorporated on the 23rd day of May, 1969, 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 its duly called and convened meeting at which meeting a quorum was present and voting throughout, held on the 23rd day of June, 1971, determined to and did merge into itself effective July 31, 1971, said MARRIOTT LEJEUNE PROPERTIES, INC., LEEWAY PROPERTIES, INC., MIAMI AIRLINE CATERERS, INC., GOLDEN GLADES PROPERTIES, INC., SOUTHLAND PROPERTIES, INC., CALVERT PROPERTIES, INC., MARRIOTT LAUDERDALE PROPERTIES, INC., AND PALMER LAKE PROPERTIES, INC.:

RESOLVED, that MARRIOTT CORPORATION merge, and it hereby does merge into itself said MARRIOTT LEJEUNE PROPERTIES, INC., LEEWAY PROPERTIES, INC., MIAMI AIRLINE CATERERS, INC., GOLDEN GLADES PROPERTIES, INC., SOUTHLAND PROPERTIES, INC., CALVERT PROPERTIES, INC., MARRIOTT LAUDERDALE PROPERTIES, INC., and PALMER LAKE PROPERTIES, INC., and assumes all of their obligations; and

FURTHER RESOLVED, that the merger shall be effective July 31, 1971, for accounting purposes.

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 MARRIOTT LEJEUNE PROPERTIES, INC., LEEWAY PROPERTIES, INC., MIAMI AIRLINE CATERERS, INC., GOLDEN GLADES PROPERTIES, INC., SOUTHLAND PROPERTIES, INC., CALVERT PROPERTIES, INC., MARRIOTT LAUDERDALE PROPERTIES, INC., and PALMER LAKE 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 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 28th day of July, 1971.

MARRIOTT CORPORATION

(CORPORATE SEAL)

By

Robert E. Koehler
Vice President

ATT ST:

By

Robert B. Morris
Secretary

STATE OF MARYLAND)
COUNTY OF MONTGOMERY) SS:

Be it remembered that on this 28th day of July 1971 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.

(SEAL)

NOTARIAL SEAL

Thomas M. Roberts
Notary Public

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S.R.C.

SAFETY

State of Delaware

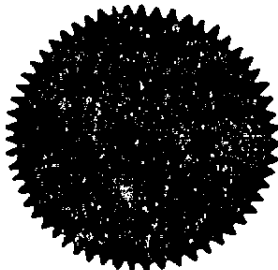


Office of Secretary of State

I, Eugene Bunting, 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 "MARRIOTT LEJEUNE PROPERTIES, INC.", "LEEWAY PROPERTIES, INC.", "MIAMI AIRLINE CATERERS, INC.", "GOLDEN GLADES PROPERTIES, INC.", "SOUTHLAND PROPERTIES, INC.", "CALVERT PROPERTIES, INC.", "MARRIOTT LAUDERDALE PROPERTIES, INC." and "TANNER LAKE PROPERTIES, INC.", pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the sixteenth day of August, A.D. 1971, at 10 o'clock A.M.

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

FILED
SEP 2 11 AM '71
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Eugene Bunting

Secretary of State

R. H. Caldwell

Acting Secretary of State

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S.R.C.