

815208

Merger

Filed 11-26-85

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6 pgs.

Charter # Only

# 815208

VALIDATION ONLY

HOPPING BOYD GREEN & SAMS

Requestor's Name for THE PRENTICE-HALL CORPORATION  
SYSTEM, INC.

420 LEWIS STATE BANK BUILDING

Address

TALLAHASSEE, FL 32314 222-7500

City State ZIP Phone #

Nancy Mazek

CORPORATION(S) NAME

*N.O.V.*

RYE AMUSEMENT PARK, INC. merger into MARRIOTT CORPORATION

FILED  
NOV 26 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☐ PROFIT ☐ AMENDMENT ☒ MERGER

☐ NON-PROFIT

☒ FOREIGN ☐ DISSOLUTION ☐ MARK

☐ LIMITED PARTNERSHIP ☐ ANNUAL REPORT ☐ RESERVATION

☐ REINSTATEMENT ☐ OTHER

☐ CERTIFIED COPY ☐ PHOTO COPIES ☐ CERTIFICATE UNDER SEAL

☒ WALK IN ☐ WILL WAIT ☒ PICK UP ☐ MAIL OUT ☒ CALL ☐ AFTER 4:30  
IF THERE IS A PROBLEM

Name	Availability
Document	11/26/85
Examiner	SRZ
Updater	SRZ
Updater	SRZ
Verifier	SRZ
Acknowledgment	BH
W.P. Verifier	SRZ

CORP. 103 (8/82)

WILL PICK UP BY 3:30 11/26

*Merger*

C. TAX \_\_\_\_\_  
FILING 30  
R. AGENT FEE \_\_\_\_\_  
C. COPY \_\_\_\_\_  
TOTAL \_\_\_\_\_  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

*non-qual into foreign qual*

MERGER - A FOREIGN CORPORATION NOT QUALIFIED  
IN FLORIDA, INTO A FOREIGN CORPORATION

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RYE AMUSEMENT PARK, INC., a Delaware corporation not qualified in Florida

----merging into----

MARRIOTT CORPORATION, a Delaware corporation

Surviving Charter Number: 815208

Filing Date: November 26, 1985

State of Delaware



PAGE 1

FILED

NOV 26 PM 12:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF MARRIOTT CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING RYE AMUSEMENT PARK, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF NOVEMBER, A.D. 1985, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

1 1 1 1 1 1 1 1 1 1

A handwritten signature in cursive script, appearing to read "Michael Harkins".  
Michael Harkins, Secretary of State

AUTHENTICATION: 10660040

DATE: 11/15/1985

853110139

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

RYE AMUSEMENT PARK, 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 Rye Amusement Park, Inc., a corporation incorporated on 28th day of April 1981, 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 at a meeting held on the 2nd day of August, 1985, determined to and did merge into itself said Rye Amusement Park, Inc.

RESOLVED, that Marriott Corporation merge into itself Marriott Hotel Services and Management Corporation, a Delaware Corporation and wholly owned subsidiary, and assume all of its obligations; and

RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

RESOLVED, that the proper officers of this corporation are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Rye Amusement Park, Inc., and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of Kent 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 this certificate to be signed by William O. Kafes its Vice President and attested by Shirley J. Evans, its Assistant Secretary, this 30th day of August 1985.

MARRIOTT CORPORATION

William O. Kafes  
William O. Kafes  
Vice President

ATTEST:

Shirley J. Evans  
Shirley J. Evans  
Assistant Secretary