

815208

Amendment
Filed 12-12-77

400002537534--2

7 pgs.

KR
12/15/77

A M E N D M E N T

MARRIOTT CORPORATION

815208

FILED: 12-12-77

815208

C T CORPORATION SYSTEM



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

12/5/77

RE: MARRIOTT CORPORATION (Del.)
(Amendment)

DEC -7-77 #2 00400 *****10.0'

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

SECRETARY OF STATE
Division of Corporations
The Capitol
Tallahassee, Florida 32304

RECEIVED
DEC 7 11 11 AM '77

Dear Sir:

At the request of the above-named attorney, we attach an amendment document issued by the Secretary of State of Delaware on behalf of the subject Delaware corporation which is authorized to transact business in your jurisdiction. The amendment sets forth the vote necessary for the corporation to reorganize, merge or consolidate with any other corporation, etc.

Please file the attached, furnishing us with the usual evidence.

Many thanks for your assistance.

Very truly yours,

C T CORPORATION SYSTEM

Richard T. Rizzi
Assistant Secretary

PRIVILEGE TAX	
C. TAX	
FILING	10.00
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	10.00
BALANCE DUE	

Encl.
RTR:nv

12/5/77
11:11 PM '77
RECEIVED

11-11-77



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

BRUCE A. SMATHERS
SECRETARY OF STATE

December 13, 1977
F. R. RITTER, Director
Division of Corporations
904/488-3140

DAVID C. MACNAMARA
ASSISTANT SECRETARY OF STATE

C T CORPORATION SYSTEM
918-16TH STREET N.W.
WASHINGTON, D.C. 20006
ATTN: RICHARD T. RIZZI

SUBJECT: MARRIOTT CORPORATION

DOCUMENT NUMBER: 815208

This will acknowledge receipt of the following:

1. ☒ Check(s) totalling \$10.00
2. ☐ Articles of Incorporation filed
3. ☒ Amendments to Articles of Incorporation filed 12-12-77
4. ☐ Articles of Merger or Consolidation filed
5. ☐ Certificate of Withdrawal filed
6. ☐ Limited Partnership filed
7. ☐ Limited Partnership Annual Report filed
8. ☐ Trademark Application filed
9. ☐ Application for qualification filed _____. It is no longer required to issue a permit. A certificate under seal to this effect may be obtained for \$5.
10. ☐ Reinstatement filed
11. ☐ Articles of Dissolution filed
12. ☐ OTHER: _____

ENCLOSED:

1. ☐ Certified Copy(ies).
2. ☐ Certificate(s) Under Seal.
3. ☐ Photocopy(ies).
4. ☐ OTHER: _____

Corp. 100
1/1/77

/dm

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 resolution setting forth the proposed amendment is as follows:

RESOLVED, that subject to ratification of shareholders, the Company's Certificate of Incorporation be amended to add the following Article TWELFTH:

"TWELFTH. The affirmative vote of the holders of shares representing not less than sixty-six and two-thirds percent (66 2/3%) of the voting power of the corporation shall be required for the approval of any proposal for the corporation to reorganize, merge, or consolidate with any other corporation, or sell, lease, or exchange substantially all of its assets or business; provided, however, that the foregoing shall not apply to any such proposal which has been approved by resolution of the Board of Directors of the corporation if a majority of the members of the Board of Directors adopting such resolution was duly elected prior to the initiation of negotiations related to the proposed merger, reorganization, consolidation, or sale. If such approval is obtained then the transaction shall require only the affirmative vote of holders of shares representing not less than a majority of the voting power of the corporation."

The amendment, alteration, or repeal of this ARTICLE TWELFTH, or any portion hereof, shall require the approval of the holders of shares representing at least sixty-six and two-thirds percent (66 2/3%) of the voting power of the Corporation."


A-1055

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

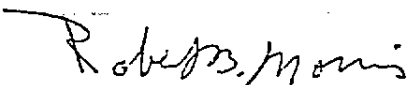
THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said MARRIOTT CORPORATION has caused this Certificate to be signed by Robert E. Koehler, its Senior Vice President, and attested by Robert B. Morris, Corporate Secretary, this 15th day of November, 1977.

MARRIOTT CORPORATION

BY 
Robert E. Koehler,
Senior Vice President

ATTESTED


Robert B. Morris, Secretary

A-105

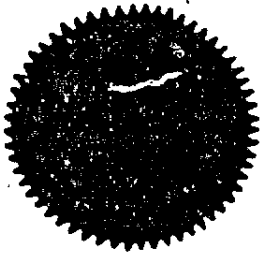


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, 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 "MARRIOTT CORPORATION", as received and filed in
this office the twenty-eighth day of November, A.D. 1977, at 10 o'clock A.M.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

John D. ...

Assistant Secretary of State