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Merger  
filed 12-30-71

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11 pgs.

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MARRIOTT CORPORATION

Merger merging several corps  
(not qual) into above corp.

FILED IN OFFICE OF DEPARTMENT  
OF STATE, STATE OF FLORIDA.  
by bc , on December 30, 1972

RICHARD (DICK) STONE  
SECRETARY OF STATE

corp-1

**C T CORPORATION SYSTEM**

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

918 - 16TH STREET, N. W. • WASHINGTON, D. C. 20006  
DISTRICT 7-1601 AREA CODE: 202

December 27, 1971

Secretary of State  
Corporation Department  
Tallahassee, Florida 32304

RE: MARRIOTT CORPORATION (Del. Dom.)

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

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, 45000 \*\*\*\*15.00

1. Certificate of Ownership and Merger
2. Check - \$15.00

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 George M. Ward  
George M. Ward

**SPECIAL INSTRUCTIONS:**

GMW/lp  
Encls.

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



RICHARD (DICK) STONE  
SECRETARY OF STATE

DEPARTMENT OF STATE

STATE OF FLORIDA  
THE CAPITOL  
TALLAHASSEE 32304

ROY L. ALLEN, DIRECTOR  
DIVISION OF CORPORATIONS

January 6, 1972.

C T CORPORATION SYSTEM  
919 - 16th Street, Northwest  
Washington, D. C. 20006

Attention: George M. Ward

Sent Sir:  
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 several corporations into above filed December 30, 1971.
- \_\_\_ 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: December 30, 1971.

Sincerely,

RICHARD (DICK) STONE  
Secretary of State

By  
Murray McLaughlin, Chief  
Bureau of Corporation Records

MM/

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bc

Enclosures

STATE OF FLORIDA )  
: SS  
DEPARTMENT 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 CROWN PROPERTIES, INC., GOODNAW PROPERTIES, INC., NORBECK PROPERTIES, INC., HARFORD ROAD PROPERTIES, INC., SALT LAKE PROPERTIES, INC., IVAN PROPERTIES, INC., RIVE CATERERS, INC., GREENOAK PROPERTIES, INC., BABCOCK PROPERTIES, INC., MARRIOTT CATERERS OF PHILADELPHIA, INC., ROYAL PROPERTIES, INC., BLACK HORSE PROPERTIES, INC., SOUTH PARK PROPERTIES, INC., MOSS SIDE PROPERTIES, INC., FOREST GLEN PROPERTIES, INC., SUNKEN GARDENS PROPERTIES, INC., SPROUL PROPERTIES, INC., BALTIMORE PIKE PROPERTIES, INC., GARDEN STATE HOT SHOPPES, INC., CAP PROPERTIES, INC., TURNPIKE PROPERTIES, INC., SOUTH PLAINS PROPERTIES, INC., LEHALL 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 30th day of December,  
A. D., 1971.

SECRETARY OF STATE

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S.R.C.

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CROWN PROPERTIES, INC.  
GOODNAW PROPERTIES, INC.  
NORBECK PROPERTIES, INC.  
HARFORD ROAD PROPERTIES, INC.  
SALT LAKE PROPERTIES, INC.  
IVAN PROPERTIES, INC.  
RIVE CATERERS, INC.  
GREENOAK PROPERTIES, INC.  
PABCOCK PROPERTIES, INC.  
MARRIOTT CATERERS OF PHILADELPHIA, INC.  
ROYAL PROPERTIES, INC.  
BLACK HORSE PROPERTIES, INC.  
SOUTH PARK PROPERTIES, INC.  
MOSS SIDE PROPERTIES, INC.  
FOREST GLEN PROPERTIES, INC.  
SUNKEN GARDENS PROPERTIES, INC.  
SPROUL PROPERTIES, INC.  
BALTIMORE PINE PROPERTIES, INC.  
GARDEN STATE HOT SHOPPES, INC.  
CAP PROPERTIES, INC.  
TURNPIKE PROPERTIES, INC.  
SOUTH PLAINS PROPERTIES, INC.  
LEHALL 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 CROWN PROPERTIES, INC., a corporation incorporated on the 2nd day of October, 1958, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of GOODNAW PROPERTIES, INC., a corporation incorporated on the 30th day of March, 1966, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of NORBECK PROPERTIES, INC., a corporation incorporated on the 5th

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day of April, 1966, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of HARFORD ROAD PROPERTIES, INC., a corporation incorporated on the 22nd day of March, 1961, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of SALT LAKE PROPERTIES, INC., a corporation incorporated on the 21st day of May, 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 IVAN PROPERTIES, INC., a corporation incorporated on the 12th day of March, 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 RIVE CATERERS, INC., a corporation incorporated on the 21st day of November, 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 GREENOAK PROPERTIES, INC., a corporation incorporated on the 29th day of July, 1966, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of SABCOCK PROPERTIES, INC., a corporation incorporated on the 28th day of July, 1966, 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 CATERERS OF PHILADELPHIA, INC., a corporation incorporated on the 20th day of October, 1965, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of ROYAL PROPERTIES, INC., a corporation incorporated on the 9th day of April, 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 BLACK HORSE PROPERTIES, INC., a corporation incorporated on the 25th day of October, 1965, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of SOUTH PARK PROPERTIES, INC., a corporation incorporated on the 17th day of November, 1965, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of MOSS SIDE PROPERTIES, INC., a corporation incorporated on the 9th day of February, 1966, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of FOREST GLEN PROPERTIES, INC., a corporation incorporated on the 19th day of May, 1966, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of SUIKEN GARDENS PROPERTIES, INC., a corporation incorporated on the 16th day of July, 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 SPROUL PROPERTIES, INC., a corporation incorporated on the 24th day of July, 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 BALTIMORE PINE PROPERTIES, INC., a corporation incorporated on the 23rd day of October, 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 GARDEN STATE HOT SHOPPES, INC., a corporation incorporated on the 28th day of October, 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 CAP PROPERTIES, INC., a corporation incorporated on the 13th day

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of February, 1969, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of TURNPIKE PROPERTIES, INC., a corporation incorporated on the 26th day of September, 1969, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of SOUTH PLAINS PROPERTIES, INC., a corporation incorporated on the 21st day of November, 1969, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of LEHALL PROPERTIES, INC., a corporation incorporated on the 20th day of March, 1970, 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 31st day of July, 1971, determined to and did merge for accounting purposes, into itself effective July 31, 1971 said CROWN PROPERTIES, INC., GOODNAW PROPERTIES, INC., NORBECK PROPERTIES, INC., HARTFORD ROAD PROPERTIES, INC., SALT LAKE PROPERTIES, INC., IVAN PROPERTIES, INC., RIVE CATERERS, INC., GREENOAK PROPERTIES, INC., BADCOCK PROPERTIES, INC., MARRIOTT CATERERS OF PHILADELPHIA, INC., ROYAL PROPERTIES, INC., BLACK HORSE PROPERTIES, INC., SOUTH PARK PROPERTIES, INC., MOSS SIDE PROPERTIES, INC., FOREST GLEN PROPERTIES, INC., SUNKEN GARDENS PROPERTIES, INC., SPROUL PROPERTIES, INC., BALTIMORE PIKE PROPERTIES, INC., GARDEN STATE HOT SHOPPES, INC., CAP PROPERTIES, INC., TURNPIKE PROPERTIES, INC., SOUTH PLAINS PROPERTIES, INC., and LEHALL PROPERTIES, INC.

RESOLVED, that MARRIOTT CORPORATION merge, and it hereby does merge into itself said CROWN PROPERTIES, INC., GOODNAW PROPERTIES, INC., NORBECK PROPERTIES, INC., HARTFORD ROAD PROPERTIES, INC., SALT LAKE PROPERTIES, INC., IVAN PROPERTIES, INC., RIVE CATERERS, INC., GREENOAK PROPERTIES, INC., BADCOCK PROPERTIES, INC., MARRIOTT CATERERS OF PHILADELPHIA, INC., ROYAL PROPERTIES, INC., BLACK HORSE PROPERTIES, INC., SOUTH PARK PROPERTIES, INC.,

MOSS SIDE PROPERTIES, INC., FOREST GLEN PROPERTIES, INC., SUNKEN GARDENS PROPERTIES, INC., SPROUL PROPERTIES, INC., BALTIMORE PIKE PROPERTIES, INC., GARDEN STATE HOT SHOPPES, INC., CAP PROPERTIES, INC., TURNPIKE PROPERTIES, INC., SOUTH PLAINS PROPERTIES, INC., AND LEHALL 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 CROWN PROPERTIES, INC., GOODNAW PROPERTIES, INC., NORBECK PROPERTIES, INC., HANFORD ROAD PROPERTIES, INC., SALT LAKE PROPERTIES, INC., IVAN PROPERTIES, INC., RIVE CATERERS, INC., GREENOAK PROPERTIES, INC., BABCOCK PROPERTIES, INC., MARRIOTT CATERERS OF PHILADELPHIA, INC., ROYAL PROPERTIES, INC., BLACK HORSE PROPERTIES, INC., SOUTH PARK PROPERTIES, INC., MOSS SIDE PROPERTIES, INC., FOREST GLEN PROPERTIES, INC., SUNKEN GARDENS PROPERTIES, INC., SPROUL PROPERTIES, INC., BALTIMORE PIKE PROPERTIES, INC., GARDEN STATE HOT SHOPPES, INC., CAP PROPERTIES, INC., TURNPIKE PROPERTIES, INC., SOUTH PLAINS PROPERTIES, INC., and LEHALL 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 27th day of September, 1971.

MARRIOTT CORPORATION

(Corporate Seal)

By Robert E. Koehler  
Vice President

ATTEST:

By Robert B. Morris  
Secretary



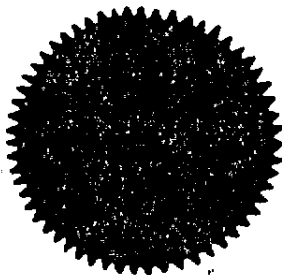
**Office of Secretary of State**

*J. Walton H. Simpson, 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 "CROWN PROPERTIES, INC.", "GOODNAW PROPERTIES, INC.", "NORBECK PROPERTIES, INC.", "HARFORD ROAD PROPERTIES, INC.", "SALT LAKE PROPERTIES, INC.", "IVAN PROPERTIES, INC.", "RIVE CATERERS, INC.", "GREENOAK PROPERTIES, INC.", "BABCOCK PROPERTIES, INC.", "MARRIOTT CATERERS OF PHILADELPHIA, INC.", "ROYAL PROPERTIES, INC.", "BLACK HORSE PROPERTIES, INC.", "SOUTH PARK PROPERTIES, INC.", "MOSS SIDE PROPERTIES, INC.", "FOREST GLEN PROPERTIES, INC.", "SUNKEN GARDENS PROPERTIES, INC.", "SPROUL PROPERTIES, INC.", "BALTIMORE PIKE PROPERTIES, INC.", "GARDEN STATE HOT SHOPPES, INC.", "CAP PROPERTIES, INC.", "TURNPIKE PROPERTIES, INC.", "SOUTH PLAINS PROPERTIES, INC." and "LEHALL 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-first day of December, A.D. 1971, at 11 o'clock A.M.

FILED  
DECEMBER 21 1971  
DELAWARE

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



*Walton H Simpson*

Secretary of State

*B A Caldwell*

Asst Secretary of State

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