

815208

Merger

Filed 5-12-67

600002537436--8

10 pgs.

15201-1  
MARRIOTT-BUTCHER & SONS, INC.

MARJOR MORGING-LEW CHODER  
CATENERS OF VIRGINIA, INC.  
a Delaware corp. into above  
corp.

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA  
May 12, 1967

TOM ADAMS  
SECRETARY OF STATE

May 12, 1967

In reply refer to:  
Corp-ms

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

Attention: Mr. C. S. Peabbles

Gentlemen:

This will acknowledge receipt of your letter of April 21, 1967, and a check for \$10.

The agreement of merger merging Hot Shoppes Caterers of Virginia, Inc. into Marriott-Hot Shoppes, Inc. has been filed in this office as of May 12, 1967. A certificate to that effect is enclosed.

Assuring you of our desire to be of assistance, I remain

Sincerely,

TOM ADAMS  
Secretary of State

By  
(Mrs.) Nettie Sims  
Foreign Supervisor  
Corporations Division

NS/ms

Enclosure

# 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

April 22, 1967

Secretary of State  
Corporation Department  
Tallahassee, Florida 32304

RE: MARRIOTT-HOT SHOPPES, INC.  
HOT SHOPPES CATERERS OF VIRGINIA, INC.

Dear Sir:

At the request of counsel, Frank C. Kimball, Esq.,  
5161 River Road Washington, D. C. 20016 we enclose one  
certified copy of Certificate of Ownership and Merger  
continuing the first above named company together with  
a check payable to your order in the amount of \$10.00.

Please furnish us with the usual evidence issued  
in this connection in order that we may transmit same to  
counsel.

Very truly yours,

C T CORPORATION SYSTEM

BY

*C. S. Peabbles*  
C. S. Peabbles  
Assistant Secretary

CSP:mw  
Encl.

APR 24 67 #2 26300 \*\*\*10.00

C. TAX	
FILING	10.00
R. AGENT FEE	
C. COPY	
TOTAL	10.00
N. BANK	10.00
BALANCE DUE	
REFUND	

FILED

May 2, 1967

In reply refer to:  
Corp-ms

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

Attention: Mr. C. S. Peabbles

Gentlemen:

This will acknowledge receipt of your letter of April 21, agreement of merger merging Hot Shoppes Caterers of Virginia, Inc., into Marriott-Hot Shoppes, Inc., and a check for \$10.

Before the merger may be filed it will be necessary that Marriott-Hot Shoppes, Inc. pays its 1966 capital stock tax. A corporation report form is enclosed.

Upon notification from the Florida Revenue Commission that the tax is paid, the merger will be filed and the evidence of filing will be forwarded to you.

Assuring you of our desire to be of assistance, I am

Sincerely,

TOM ADAMS  
Secretary of State

By  
(Mrs.) Nettie Sims  
Foreign Supervisor  
Corporations Division

MS/ms

Enclosure

STATE OF FLORIDA )  
: SS  
OFFICE SECRETARY OF STATE )

I, TOM ADAMS, 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 Certificate of Ownership and Merger merging HOT SHOPPES CATERERS OF VIRGINIA, INC., a Delaware corporation, into MARRIOTT-HOT SHOPPES, INC., 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 12th day of May,  
A. D., 1967.

SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HOT SHOPPES CATERERS OF VIRGINIA, INC.

INTO

MARRIOTT-HOT SHOPPES, INC.

\* \* \* \* \*

MARRIOTT-HOT SHOPPES, INC., 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 Delaware Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of HOT SHOPPES CATERERS OF VIRGINIA, INC., a corporation incorporated on the 10th day of August, 1960, pursuant to the Delaware 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 13th day of March, 1967, determined to and did merge into itself said HOT SHOPPES CATERERS OF VIRGINIA, INC:

RESOLVED, that MARRIOTT-HOT SHOPPES, INC. merge, and it hereby does merge into itself said HOT SHOPPES CATERERS OF VIRGINIA, INC., and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective upon filing with the Secretary of State of Delaware and upon recording a certified copy in the office of the Recorder of Deeds of New Castle County.

FILED

STATE  
RECORDS

A-594

S.R.C.



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 HOT SHOPPES CATERERS OF VIRGINIA, INC. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed, in the manner provided by law, 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-HOT SHOPPES, INC. has caused its corporate seal to be affixed and this certificate to be signed by J. Willard Marriott, Jr. , its President and Betty L. Cushwa , its Secretary this 14th day of April A.D. 1967.

MARRIOTT-HOT SHOPPES, INC.

(CORPORATE SEAL)

By J. WILLARD MARRIOTT, JR.  
President

MARRIOTT-HOT SHOPPES, INC.  
CORPORATE SEAL  
DELAWARE  
1929

By BETTY L. CUSHWA  
Secretary

A-594 S.R.C.



STATE OF MARYLAND }  
COUNTY OF NEW CASTLE } ss:

BE IT REMEMBERED that on this 14th day of April  
A.D. 1967, personally came before me, Lila Ewart Thomason  
a Notary Public in and for the County and State aforesaid,  
J. Willard Marriott, Jr. President of MARRIOTT-HOT  
SHOPS, INC., a corporation of the State of Delaware, the  
corporation described in and which executed the foregoing  
certificate, known to me personally to be such, and he, the  
said J. Willard Marriott, Jr. as such President, 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; that the signatures of the said  
President and of the Secretary of said corporation  
to said foregoing certificate are in the handwriting of the  
said President and Secretary of said corporation  
respectively, and that the seal affixed to said certificate  
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.

LILA EWART THOMASON  
Notary Public

(NOTARIAL SEAL)  
LILA EWART THOMASON  
NOTARY PUBLIC  
MONTGOMERY COUNTY, MD.

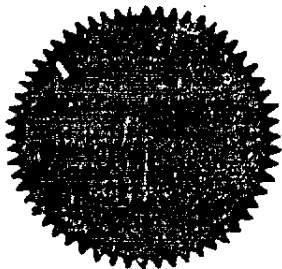
# State of Delaware



## Office of Secretary of State

*J. Elisha C. Dukes, 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-HOT SHOPPES, INC",  
merging the "HOT SHOPPES CATERERS OF VIRGINIA, INC.", pursuant  
to Section 253 of the General Corporation Law of the State of  
Delaware, as received and filed in this office the nineteenth  
day of April, A.D. 1967, at 10 o'clock A.M.

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



*J. Elisha C. Dukes*

Secretary of State

*W. L. L. L.*

Asst. Secretary of State