

815208

Merger

600002537476--4

Filed 8-6-73

7 pgs.

F-15,208 (s)

**MARRIOTT CORPORATION**

Cert copy of merger merging  
AIRPORT PROPERTIES, INC.  
and MOCKINGBIRD PROPERTIES  
INC., both Del corps not  
qual into the above

FILED IN OFFICE OF DEPARTMENT  
OF STATE, STATE OF FLORIDA,  
by ma, on 8-6-73

**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 • (202) 347-1601

July 31, 1973

MARRIOTT CORPORATION  
RE: Merged: Airport Properties, Inc. &  
Mockingbird Properties, Inc.

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

Secretary of State  
Corporation Department  
Tallahassee, Florida 32304

AUG -30 9 - 64200 \*\*\*#15.0

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,

one certified copy of Certificate of Ownership and Merge

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

(Mrs.) Mary L. Walls  
Service Representative

SPECIAL INSTRUCTIONS:

MLW:W

Enclosure - Check \$15.00

Aug 6 12 25 PM 1973  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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



## Secretary of State

STATE OF FLORIDA  
THE CAPITOL  
TALLAHASSEE 32304

RICHARD (DICK) STONE  
SECRETARY OF STATE

C T CORPORATION SYSTEM  
918-16th Street, N.W.  
Washington, D. C. 20006

904/488-8148  
(TWX) 818/931-3477

Please refer to this number for future correspondence  
regarding this corporation

August 10, 1973

Att: Mrs. Mary G. Walls

CHARTER #15,208

Dear Mrs. Walls:

Subject: HARRIOTT CORPORATION

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

- XX 1. Check in the amount of \$
- 2. Articles of Incorporation
- 3. Amendment to Articles of Incorporation
- XX 4. Articles of Merger or Consolidation merging AIRPORT PROPERTIES, INC., MOCKINGBIRD PROPERTIES, INC., into above.
- 5. Certificate of Withdrawal received and filed
- 6. Limited Partnership

Enclosed please find:

- 1. Invoice No. in the amount of \$
- 2. Certified Copy (s)
- 3. Certificate under Seal
- 4. Photocopy (s)
- 5. A refund of \$ will be forwarded later
- 6. Enclosures or details of filing:

Filed: August 6, 1973

Sincerely,

RICHARD (DICK) STONE  
Secretary of State

By *David S. Jones*  
David S. Jones, Chief  
Bureau of Corporation Records

corp-2  
6-1-72 DJ/ma  
Enclosures

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**AIRPORT PROPERTIES, INC.  
and  
MOCKINGBIRD PROPERTIES, INC.**

**INTO**

**MARRIOTT CORPORATION**

FILED  
JUN 9 12 25 PM '73  
SECRETARY OF STATE

**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 Airport Properties, Inc., a corporation incorporated on the 29th day of December 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 Mockingbird Properties, Inc., a corporation incorporated on the 29th day of October 1965, 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 12th day of July 1973, determined to and did merge into itself effective on the 29th day of June 1973 for accounting purposes, said Airport Properties, Inc. and Mockingbird Properties, Inc.:

**RESOLVED**, that Marriott Corporation merge, and it hereby does merge into itself said Airport Properties, Inc. and Mockingbird Properties, Inc.; and

**RESOLVED, FURTHER**, that the merger shall be effective on June 29, 1973, for accounting purposes; and

RESOLVED, FURTHER, 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 Airport Properties, Inc. and Mockingbird 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 any wise 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 16th day of July 1973.

MARRIOTT CORPORATION

Attest: <sup>CORPORATE SEAL</sup>

Robert B. Morris  
Robert B. Morris, Secretary

By Robert E. Koehler  
Robert E. Koehler, Vice President

STATE OF MARYLAND )  
COUNTY OF MONTGOMERY ) SS:

Be it remembered that on this 16th day of July 1973 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.

NOTARIAL SEAL

Barbara Wines  
Notary Public

My Commission Expires:  
July 1, 1974

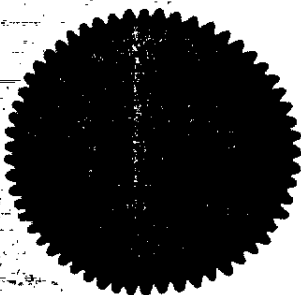
# State of Delaware



## Office of Secretary of State

*I, Robert H. Reed, 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 "AIRPORT PROPERTIES,  
INC." and "MOCKINGBIRD 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-fifth day of July, A.D. 1973, at 10 o'clock A.M.

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



*Robert H. Reed*

Secretary of State

*J. B. Bidlee*

Asst. Secretary of State