

815208

merger

filed 3-25-~~51~~75

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7 pgs.

PullX Cards:

✓ MARRIOTT HOTELS, INC.
✓ WILMAR REALTY, INC.
✓ RESORT SERVICES, INC
✓ MARRIOTT CORPORATION

ACT
MAC

41000 ****15.7

MAR 25 4 25 PM '75
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

| | |
|-------------|-------|
| G. TAX | 75.00 |
| FILING | |
| R. AGENT | |
| C. COPY | |
| TOTAL | 25.00 |
| N. BANK | |
| BALANCE DUE | |
| REFUND | |
| PHOTO COPY | |

Please
validate
5.00 on
each Report

A-4714



Bruce A. Smathers
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

904/488-3140

(TWX) 210/931-3677

Please refer to this number for future correspondence regarding this corporation

C T CORPORATION SYSTEM
c/o Richard T. Rizzi
918 16th St. N.W.
Washington, D.C. 20006

March 18, 1975

Subject: MARRIOTT CORPORATION

| | |
|----------------------|-------------------------|
| Returned <u>XX</u> | Pending _____ |
| Charter <u>XX</u> | Annual Report <u>XX</u> |
| Allocation _____ | Limited _____ |
| Form _____ | Partnership <u>XX</u> |
| Resident Agent _____ | Amendment _____ |
| | Other <u>\$25.00</u> |

1. \$ _____ check received and deposited. \$ _____ DUE.

Charter Tax _____ Certified Copy
Filing Fee _____ Resident Agent Fee _____

2. NAME IS NOT AVAILABLE. Please advise if you wish a refund.

3. We must be furnished with a recent duly authenticated (certified) copy of your articles of incorporation.

4. The certified copy must be legible for microfilming and it must be a POSITIVE copy, black print, white background.

5. Resident agent must be designated, please complete attached.

6. Complete address for principal place of business must be stated.

7. Notary public's acknowledgement is incomplete.

8. NAME IS NOT AVAILABLE. We are attaching a copy of our fictitious name law which you may choose to use. Please advise if you wish a refund.

9. Statute 620.02 requires that Limited Partnerships be sworn to. The words "swear to" or "sworn to" must be contained in the agreement or certificate.

10. Attached annual report must be returned and filed before we can effect your merger or withdrawal.

11. If you do not intend to employ your total authorized capital in Florida, you may allocate the exact amount to be used. Execute the attached affidavit if you choose to allocate. Charter tax is computed on the amount allocated or the total authorized stock as shown in the charter. See attached "Summary of Fees" for amount due.

XX 12. Other: The indicated corrections must be made on the attached reports before filing can be accomplished.

Bruce A. Smathers
Secretary of State

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Please address all replies to the DIVISION OF CORPORATIONS, CHARTER SECTION, at the above address. (904) 488-2675



Bruce A. Smathers
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

March 26, 1975

Telephone Number
904/488-2675

C T CORPORATION SYSTEM
c/o RICHARD T. RIZZI
918 16th ST. N. W.
WASHINGTON, D.C. 20006

Charter Number:
815208

Subject: MARRIOTT CORPORATION

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

- XX 1. Check in the amount of \$25.00
- ___ 2. Articles of Incorporation
- ___ 3. Amendment to Articles of Incorporation
- XX 4. Articles of Merger or Consolidation merging MARRIOTT
HOTELS, INC., RESORT SERVICES, INC., Both Del. Corp. & WILLMAR REALTY, INC. a Maryland, Corp. into the above.
- ___ 5. Certificate of Withdrawal received and filed
- ___ 6. Limited Partnership
- ___ 7. Trademark Application

ENCLOSED:

- ___ 1. Certified Copy(ies)
- ___ 2. Certificate(s) under Seal
- ___ 3. Photocopy(ies)
- ___ 4. Other

Filed: March 25, 1975

Sincerely,

Mary Rushing, Supervisor
Charter Section

MR/js

Enclosed

A-470
3-24

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MARRIOTT HOTELS, INC.
WILLMAR REALTY, INC.
RESORT SERVICES, 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 MARRIOTT HOTELS, INC., a corporation incorporated on the 2nd day of November, 1959, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of WILLMAR REALTY, INC., a corporation incorporated on the 1th day of January, 1955, pursuant to the General Corporation Law of the State of Maryland.

That this corporation owns all of the outstanding shares of the stock of RESORT SERVICES, INC., a corporation incorporated on the 28th day of June, 1974, 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 Executive Committee of the Board of Directors at its duly called and convened meeting at which meeting a quorum was present and voting throughout, held on the 25th day of November, 1974, and subsequently approved by the full Board of Directors, determined to and did merge into itself, effective December 13, 1974, said MARRIOTT HOTELS, INC., WILLMAR REALTY, INC., RESORT SERVICES, INC., for accounting purposes.

RESOLVED, that MARRIOTT CORPORATION MERGE, and it hereby does merge into itself said MARRIOTT HOTELS, INC., WILLMAR REALTY, INC., RESORT SERVICES, INC., and assumes all of their obligations; and

FURTHER RESOLVED, that the merger shall be effective December 13, 1974, for accounting purposes.

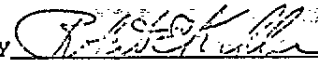
MAILED
MAR 25 4 25 PM '75
IN THE OFFICE OF THE
CLERK OF THE SUPREME COURT
STATE OF FLORIDA

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 MARRIOTT HOTELS, INC., WILLMAR REALTY, INC., RESORT SERVICES, 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 15th day of January, 1975.

MARRIOTT CORPORATION

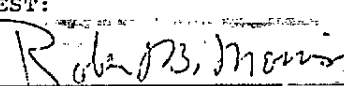
By


Vice President

(Corporate Seal)

ATTEST:

By


Secretary

A-4710
3-24



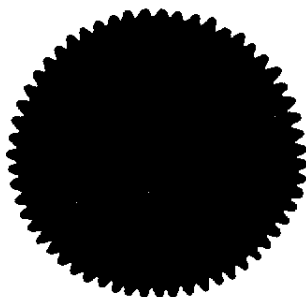
State of DELAWARE

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", a corporation organized and existing under the laws of the State of Delaware, merging "MARRIOTT HOTELS, INC.", and "RESORT SERVICES, INC.", corporations organized and existing under the laws of the State of Delaware, and "WILLMAR REALTY, INC.", a corporation organized and existing under the laws of the State of Maryland, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in office the twenty-fourth day of January, A.D. 1975, at 2:30 o'clock P.M.

FILED
 MAR 25 4 26 PM '75
 DEPARTMENT OF STATE
 WILMINGTON, DELAWARE

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



Robert H. Reed

Robert H. Reed

Secretary of State

Grover A. Biddle

Grover A. Biddle Assistant Secretary of State