

815208

Merger  
filed 7-31-67

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8 pgs.

P-15, 200-X

MARRIOTT-HOT SHOPPES, INC.

Merger merging WILLMAR  
DISTRIBUTING COMPANY, a  
Maryland corp. into above  
corp.

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA.  
by...MS...on July 31, 1967

TOM ADAMS  
SECRETARY OF STATE

corp-1

A-594

S.R.C.

August 1, 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  
July 27, 1967, and a check for \$10.

The agreement of merger merging Willmar Distributing  
Company into Marriott-Hot Shoppes, Inc. has been filed in  
this office as of July 31, 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 7-1631 AREA CODE: 202

July 27, 1967

Secretary of State  
Corporation Department  
Tallahassee, Florida 32304

RE: MARRIOTT-HOT SHOPPES, INC.  
WILLMAR DISTRIBUTING COMPANY *Willmar*

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.

Counsel would like to have this certified copy filed  
as of July 31, 1967 if possible.

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:rm  
Encl.

AL 31-67-2 65500 \*\*\*\*\*1

COPY	
FILING	10-00
R. & S. FEE	
COPY	
T	10-00
N. & S.	10-00
BALANCE DUE	
REFUND	

STATE OF FLORIDA )

OFFICE SECRETARY OF STATE ) SS

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 WILLMAR DISTRIBUTING COMPANY, a Maryland 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 31st day of July,  
A. D., 1967.

SECRETARY OF STATE

A-594

S.R.C.

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WILLMAR DISTRIBUTING COMPANY

INTO

MARRIOTT HOT-SHOPPES, INC.

\*\*\*\*\*

FILED  
1967 JUL 31 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of WILLMAR DISTRIBUTING COMPANY, a corporation incorporated on the 8th day of May, 1950, pursuant to the Maryland Corporation Law of the State of Maryland.

THIRD: That this corporation, by the following resolutions of the Board of Directors, duly adopted at a meeting held on the 15th day of June, 1967, determined to and did merge into itself WILLMAR DISTRIBUTING COMPANY.

RESOLVED, that MARRIOTT HOT-SHOPPES, INC. merge, and it hereby does merge into itself said WILLMAR DISTRIBUTING COMPANY and assumes all of its obligations;

FURTHER RESOLVED, that the merger shall be effective at the close of business on July 26, 1967.

FURTHER RESOLVED, that the proper officers of this corporation be and they are hereby 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 WILLMAR DISTRIBUTING COMPANY and assume its liabilities and obligations, 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 Kent 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.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the board of directors of any constituent corporation at any time prior to the date of filing the merger with the Secretary of State.

A-594

S.R.C.



IN WITNESS WHEREOF, said MARRIOTT HOT-SHOPPES, INC. has caused its corporate seal to be affixed and this certificate to be signed by Woodrow D. Marriott, its President and Betty L. Cushua, its Secretary, this 14 day of July A.D. 1967.

MARRIOTT HOT-SHOPPES, INC.

By WOODROW D. MARRIOTT  
President

MARRIOTT HOT SHOPPES, INC.  
CORPORATE SEAL  
DELAWARE  
1929

By BETTY L. CUSHUA  
Secretary

(CORPORATE SEAL)

STATE OF MARYLAND }  
COUNTY OF MONTGOMERY } SS:

Vice I BE IT REMEMBERED that on this 14 day of July A.D. 1967, personally came before me, a Notary Public in and for the County and State aforesaid Woodrow D. Marriott, President of MARRIOTT HOT-SHOPPES, 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 Woodrow D. Marriott 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, and that the facts stated therein are true; 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.

Vice

Vice

Vice

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

LILLIAN M. SAPHIR  
Notary Pub. Md.

LILLIAN M. SAPHIR  
NOTARY PUBLIC  
MONTGOMERY CO. MD.  
(NOTORIAL SEAL)

My commission expires  
July 1, 1969

A-594  
S.R.d.

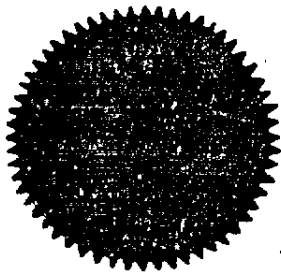
# State of Delaware



## Office of Secretary of State

*I, Elisha C. Duker, 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-SHOPES, INC.",  
a corporation organized and existing under the laws of the State  
of Delaware, merging the "WILLMAR DISTRIBUTING COMPANY", 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 this office the  
twenty-fourth day of July, A.D. 1967, at 10 o'clock A.M.

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



*Elisha C. Duker*

Secretary of State

*J. F. Downes*

Asst. Secretary of State

A-594  
S.R.C.