

815208

name change amendment

filed 5-29-69

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17 pgs.

FILE 202-1

MARRIOTT-HOT SHOPPES, INC

Amendment filed changing
its corporate name to
MARRIOTT CORPORATION, &
inc inv cap to \$785,438.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA
by - gck. m. 5-29-69

TOM ADAMS
SECRETARY OF STATE

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

918 - 16TH STREET, N.W. - WASHINGTON, D. C. 20006

DISTRICT 7-1601 AREA CODE: 202

W. C.
T. C.

RE: MARRIOTT CORPORATION (Del. Dom.)
Formerly: MARRIOTT-HOT SHOPPES, INC.

We enclose a certified copy of a Certificate of Amendment together with Report form for Allocation of Capital Stock for the above corporation. Our check in the amount of \$10.00 covering the filing fee for the Amendment is enclosed. Please file and send the usual evidence of filing to us in due course.

Very truly yours,

By Donald R. Quarncroft
Donald R. Quarncroft
Assistant Secretary

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1945 M. G.

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TOM ADAMS
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

March 14, 1967

C T Corporation System
918 - 15 Street, Northwest
Washington D. C. 20006

Attention: Mr. Donald R. Quarnstrom

Gentlemen:

Subject: MARRIOTT-HOT SHOPPES, INC.

Document: returned pending ☒ X
Charter Amendment ☒ X Consolidation Merger Dissolution

1. Name is not available.
2. Name must include a corporate suffix.
3. ☒ X Check for \$10 has been received and deposited but is insufficient to cover: Charter tax Filing fee ☒ X
Certified copy Balance due \$401.58.
4. Complete mailing address for principal place of business, directors, and subscribers which must include a street address, rural route or highway.
5. The certificate of incorporation must show the number of directors the corporation shall have (which must be no less than three) with a statement designating the total number.
6. Corporation must have at least three subscribers. All subscribers must sign and their signatures notarized.
7. Notary public's acknowledgement is incomplete.
8. President's signature must be acknowledged.
9. Amendment must include a statement of approval of stockholders and directors.
10. Receipted bill regarding proof of publication was not enclosed.
11. Capital stock tax due
(CONTACT FLORIDA REVENUE COMMISSION FOR AMOUNT DUE)
12. Other

Sincerely,

TOM ADAMS
Secretary of State

By
Roy L. Allen, Director
Corporations Division

A-594

S.R.C.

C T CORPORATION SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY
910 - 16TH STREET, N.W. - WASHINGTON, D. C. 20006
DISTRICT 7-1601 AREA CODE: 202

May 19, 1969

Secretary of State of Florida
Corporation Department
Tallahassee, Florida 32304

RE: MARRIOTT CORPORATION (Del. Dom.)
Formerly:
MARRIOTT-HOT SHOPPES, INC.

MAY 22 5 - 19100 ***401.58

Dear Sir:

You are currently holding a certified copy of Certificate of Amendment changing the name of the above corporation, our check in the amount of \$10.00 covering the Amendment filing fee and Report Form for Allcation of Capital Stock.

We now enclose the check of Marriott Corporation in the amount of \$10.00 covering additional filing fee due. Please file the certified copy of the amendment, sending the usual evidence to us in due course.

Very truly yours,

C T CORPORATION SYSTEM

By Donald R. Quarnstrom
Assistant Secretary

DRQ:mw
Encl.

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TOM ADAMS
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

May 30, 1969

Charter No. F-15,208

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

Attention: Mr. Donald R. Quarnstrom

Gentlemen:

Subject: MARRIOTT-HOT SHOPPES, INC.

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

- ☒ 1. Check in the amount of \$401.58
- ☐ 2. Articles of Incorporation
Affidavit \$
- ☒ 3. Amendments to Articles of Incorporation changing its
corporate name to MARRIOTT CORPORATION.
- ☐ 4. Articles of Merger or Consolidation
- ☐ 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(ies)
- ☐ 4. Certificate Under Seal
- ☐ 5. Photocopy(ies)
- ☐ 6. A refund of \$ _____ will be forwarded later
- ☐ 7. Enclosures or details of filings:

Filed: May 29, 1969.

Sincerely,

TOM ADAMS
Secretary of State

By
Roy L. Allen, Director
Corporations Division

RLA/gcw

Enclosure(s)

corp-2
3-18-69

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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 Amendment to Certificate of Incorporation of MARRIOTT-HOT SHOPPES, INC., a Delaware corporation, changing its corporate name to MARRIOTT CORPORATION, together with an Affidavit as provided in Chapter 13640, Laws of Florida, Acts of 1929, to the effect that said corporation has increased its invested capital within the State of Florida from \$250,000 to \$785,438, and has paid an additional charter tax on said increase as provided by law, plus the usual filing fee.

GIVEN UNDER my hand and the Great
Seal of the State of Florida,
at Tallahassee, the Capital,
this the 29th day of May,
A. D., 1969.

SECRETARY OF STATE

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S.R.C.

TOM ADAMS
SECRETARY OF STATE
STATE OF FLORIDA

FORM FOR ALLOCATION OF AUTHORIZED CAPITAL STOCK TO THE STATE OF FLORIDA

This form must be completed and returned to the Secretary of State by any corporation doing business in more than one state and wishing to allocate a portion of its authorized capital stock to Florida upon qualifying.

A foreign corporation seeking to qualify to do business in this state must furnish this office with an authenticated copy of its articles of incorporation and all amendments, a filing fee of five dollars (\$5), this form and a check, money order or cash for the amount of the charter tax. If the corporation does not wish to allocate to Florida, its tax is then based upon its total authorized capital stock.

The schedule for the charter tax is found in Section 608.05, Florida Statutes. The first allocation to Florida must necessarily be an estimate.

February 27, 19 69

Marriott- Hot Shoppes, Inc., a corporation organized under the laws of Del.,
(full name of corporation)
with its principal office located at Washington, D.C. and establishing its principal office
in Florida at 4101 N.W. 25th Street, Miami, makes the following statement:

1. The nature of the corporation's business is Restaurant, Cafeteria, and Airline Catering
2. This report is based, where possible, upon an accounting period ending 7-30-67
3. Book value (excluding goodwill) of Florida assets.....\$ 8,027,337
4. Amount of business transacted in Florida (estimate).....\$ 8,707,666
5. SUM OF ITEMS 3 AND 4 (estimate).....\$ 16,735,003
6. Book value (excluding goodwill) of all assets.....\$ 95,682,247
7. Total business transacted last year.....\$ 117,383,588
8. SUM OF ITEMS 5 AND 7.....\$ 213,065,835
9. (a) Number of shares of authorized capital stock 10,000,000 (b) Kind Common Par Value \$1.00
10. Total par value of par value shares \$ 10,000,000
11. Tax computation on par value shares
(item 5) \$16,735,003 7.85438
(a) (item 8) 213,065,835 (item 10) \$10,000,000 * \$ 785,438.00 (Florida allocation)
(b) Multiply Florida allocation by tax schedule in Section 608.05, Florida Statutes \$ 370.75
12. Tax computation for no par shares
(a) (item 5) \$ X (item 9a) = (Florida allocation)
(b) Multiply Florida allocation by tax schedule in Section 608.05, Florida Statutes \$

(Signed) Marriott-Hot Shoppes, Inc.

By: Betty L. Cushman
(corporate officer)

STATE OF Maryland)
COUNTY OF Montgomery)

Personally appeared before me an officer authorized to take acknowledgment, Betty L. Cushman,
who states that he is Secretary of Marriott-Hot Shoppes, Inc. and that the
above information is correct to the best of his knowledge.

Sworn to and subscribed before me this 27th day of February, A. D. 19 69
Charles P. Cuffman
Notary Public

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

MARRIOTT-HOT SHOPPES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of MARRIOTT-HOT SHOPPES, INC. resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Articles thereof numbered "FIRST", "THIRD" and "FOURTH" so that, as amended said Articles shall be and read as set forth in the Amended Certificate of Incorporation and said Amended Certificate of Incorporation marked "EXHIBIT A" shall be attached hereto and made a part hereof.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

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FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said MARRIOTT-HOT SHOPPES, INC. has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. Willard Marriott, Jr. its President, and Betty L. Cushwa its Secretary, this 21st day of November, 1967.

MARRIOTT-HOT SHOPPES, INC.

(CORPORATE SEAL)

MARRIOTT-HOT SHOPPES, INC.
CORPORATE SEAL
DELAWARE 1929

By J. WILLARD MARRIOTT, JR.
President

By BETTY L. CUSHWA
Secretary

STATE OF MARYLAND }
COUNTY OF MONTGOMERY } SS:

BE IT REMEMBERED that on this / twenty-first day of November, 1967, personally came before me, a Notary Public in and for the County and State aforesaid J. Willard Marriott, Jr. President and Betty L. Cushwa, Secretary of MARRIOTT-HOT SHOPPES, INC., a corporation of the State of Delaware, and they duly executed said certificate before me and severally acknowledged the said certificate to be their act and deed and the act and deed of said corporation and the facts stated therein are true; that the signatures of the said officers are in the handwriting of each of said officers 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.

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

LILA EWART THOMASON
Notary Public
MY COMMISSION EXPIRES JULY 1, 1969

EXHIBIT A

AMENDED
CERTIFICATE OF INCORPORATION
OF
MARRIOTT CORPORATION

* * * * *

FIRST. The name of this corporation shall be
MARRIOTT CORPORATION

SECOND. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in, promote, and carry on in any part of the world any lawful acts or activities for which corporations may be organized under the General Corporation Law of Delaware, including, but not limited to, the following:

A. To carry on and conduct a general food and beverage business; to operate in connection therewith facilities for the manufacture, production, processing, storage, distribution, and sale of foods and beverages and any other related items; to sell at wholesale and retail; to operate such facilities on its own account, under management contracts with others, or under franchise, or in any other legitimate capacity; to engage in the business of providing and promoting entertainments, amusements, and other means of recreation.

B. To carry on and conduct a general hotel business; to operate in connection therewith hotels, motels, inns, taverns, and other places of lodging of every kind and description; and to provide and operate facilities necessary or desirable in connection therewith; and to operate such facilities on its own account, under management contracts with others, or under franchises, or in any other legitimate capacity.

C. To acquire, by purchase, exchange, lease, franchise, license, or any other lawful manner, and to build, own, operate, manage, sell, lease, mortgage, or otherwise dispose of, the facilities and properties which are, or may be, required in the conduct of such general food and beverage business and hotel business and all other businesses related thereto; also to purchase, acquire, own, hold, use, lease (either as lessor or lessee), rent, sublet, grant, sell, exchange, subdivide, mortgage, encumber, deed in trust, manage, improve, develop, maintain, construct, operate and generally deal in, any and all real estate, improved or unimproved, stores, office buildings, apartment houses, shopping centers, commercial buildings, restaurants,

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hotels, garages, warehouses, manufacturing plants, and other buildings of any kind or description, and any and all other property of every kind or description, real, personal, and mixed, and any interest or right therein, wheresoever situated.

D. To manufacture, purchase, or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, lease, rent, transfer, or in any manner dispose of, and to deal and trade in, goods, wares, merchandise, including equipment, furniture and fixtures, and property of any and every class and description.

E. To acquire the good will, business, rights and property, franchises, and assets of every kind, with or without undertaking the whole or any part of the liabilities, of any person, firm, association, or corporation; and to acquire any property or business as a going concern or otherwise by (i) purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any other manner; and to pay for the same in cash, the stock of this corporation, bonds, or otherwise; to hold, maintain and operate, or in any manner dispose of the whole or any part of the good will, business, rights, and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

F. To apply for, purchase, or in any manner to acquire, and to hold, own, use and operate, and to sell, assign, transfer, or in any manner dispose of, and to grant licenses, franchises, or other rights in respect of, and in any manner deal with, any and all rights, trade and service marks, systems, inventions, improvements, and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

G. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of this State or any other state, country, nation, or government and while owner of said stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do, and to promote or to aid in any manner, financially or otherwise, any corporation of which any shares of stock, bonds, notes, debentures, or other securities or evidences of indebtedness are held directly or indirectly by this corporation, and for this purpose to guarantee the contracts, dividends, shares, bonds, notes, debentures, and other obligations of such other corporation.

H. To issue bonds, debentures, or obligations from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust, or otherwise, including, but without limitation, bonds, debentures, and other obligations convertible into other securities of the corporation.

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I. To conduct business in any of the States, territories, colonies, or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage, and convey real and personal property, without limit as to the amount.

J. To do any or all of the things herein set forth to the same extent as a natural person might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

K. To purchase, hold, and reissue any of the shares of its capital stock.

L. To exercise all powers enumerated in the General Corporation Law of Delaware; and, in addition, to exercise all powers granted by any other law or by this Certificate of Incorporation, together with any powers incidental thereto, so far as such powers are necessary or convenient to the conduct, promotion or attainment of the business or purposes set forth herein.

FOURTH. The total number of shares of all classes of stock which the corporation shall have authority to issue is Sixteen Million (16,000,000). Of such shares, (i) Fifteen Million (15,000,000) shares shall be Common Stock of the par value of One Dollar (\$1.00) per share, and (ii) One Million (1,000,000) shares shall be Preferred Stock without par value.

No holder of stock of any class of the corporation, whether now or hereafter authorized or issued, shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, or of any securities convertible into stock of any class or any character or to which are attached or with which are issued warrants or rights to purchase any such stock, whether now or hereafter authorized, issued or sold, or whether issued for moneys, property or services, or by way of dividend or otherwise, or any right of subscription to any thereof, other than such, if any, as the board of directors in its discretion may from time to time fix, pursuant to authority hereby conferred upon it; and any shares of stock or convertible obligations with warrants or rights to purchase any such stock, which the board of directors may determine to offer for subscription, may be sold without being first offered to any of the holders of the stock of the corporation of any class or classes or may, as such board shall determine, be offered to holders of any class or classes of stock exclusively or to the holders of all classes of stock, and if offered to more than one class of stock, in such proportions as between such classes of stock as the board of directors, in its discretion, may determine.

The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the board of directors (authority to do so being hereby expressly vested

in the board) and such resolution or resolutions shall also set forth the voting powers, full or limited or none, of each such series of Preferred Stock and shall fix the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of each such series of Preferred Stock.

FIFTH. The names and places of residence of each of the subscribers to the capital stock are as follows:

<u>Name</u>	<u>Residence</u>
W. I. N. Lofland	Dover, Delaware
William Virdin	Dover, Delaware
Mark W. Cole	Dover, Delaware

SIXTH. The existence of this corporation is to be perpetual.

SEVENTH. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.

EIGHTH. The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to amount, upon the property and franchises of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book, or document of this corporation, except as conferred by law or the By-Laws, or by resolution of the stockholders or directors.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors.

The directors shall have power by a resolution passed by a majority vote of the whole board, under suitable provision of the By-Laws, to designate two or more of their number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the By-Laws, have and exercise any or all the powers of the board of directors which may be lawfully delegated in the management of the business and affairs of the corporation, and shall have power to authorize the seal of the said corporation to be affixed to all papers which may require it.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

NINTH. The amount of capital with which this corporation will commence business is the sum of One Thousand Dollars (\$1,000.00).

TENTH. The corporation may enter into contracts or transact business with one or more if its officers or directors, or with any firms of which one or more of its officers or directors is a member, or may invest its funds in the securities of and may enter into contracts or transact business with any corporation or association in which any one or more of its officers or directors is a stockholder, officer or director, and in the absence of bad faith, or unfair dealing, such contract or transaction or investment shall not be invalidated or to any extent affected by the fact that any such officer or officers or any such director or directors has or may have interests therein which are or might be adverse to the interests of the corporation, provided that the remaining directors are sufficient in number to ratify and approve the transaction.

ELEVENTH. Every director, officer or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation, or any settlement thereof, whether or not he is a director, officer or employee at the time such expenses are incurred or liability incurred, except in such cases where the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the board of directors approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

Dated at Dover, Delaware

July 10th, 1929

In presence of

C. L. Harmonson

W. I. N. Lofland (SEAL)

William Virdin (SEAL)

Mark W. Cole (SEAL)

State of Delaware,

County of Kent, SS.

BE IT REMEMBERED, That on this Tenth day of July, A. D. 1929, personally appeared before me, the subscriber, a Notary Public for the State of Delaware, W. I. N. Lofland, William Virdin and Mark W. Cole, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate of Incorporation to be their act and deed, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

C. L. Harmonson

Notary Public

C. L. HARMONSON
NOTARY PUBLIC
APPOINTED AUG. 4, 1927
FOR TWO YEARS
DELAWARE

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S.R.C.

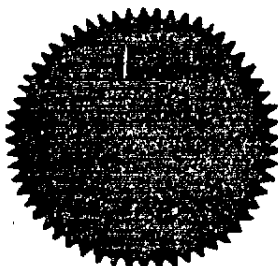
State of Delaware



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 Amendment of the "MARRIOTT-HOT SHOPPES, INC.", as received
and filed in this office the twenty-first day of November, A.D. 1967, at
1 o'clock P.M.

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



Elisha C. Duker

Secretary of State

J. Tolson

Asst. Secretary of State

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S.R.C.