

815208

Merger

Filed 10-25-72

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8 pgs.

F-15,208 P

MARRIOTT CORPORATION

Cert. copy of Merger merging  
several Delaware corps. into  
the above corp. (merging  
corps not qualified.

FILED IN OFFICE OF DEPARTMENT  
OF STATE, STATE OF FLORIDA.  
by mb , on 10-25-72

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

October 18, 1972

RE: MARRIOTT CORPORATION (DEL. DOM.)  
Merging: ALLEGHENY PROPERTIES, INC. (DEL. DOM.)  
BIG BOY PROPERTIES OF UTAH, INC. (DEL. DOM.)  
INTERNATIONAL CATERERS PROPERTIES CORP. (DEL. DOM.)  
MARRIOTT AIRPORT PROPERTIES, INC. (DEL. DOM.)  
NORRIDGE PROPERTIES, INC. (DEL. DOM.)  
PERRING PARKWAY PROPERTIES, INC. (DEL. DOM.)  
SPRINGBANK PROPERTIES, INC. (DEL. DOM.)  
WRIGHT ROAD PROPERTIES, INC. (DEL. DOM.)

COUNSEL: Robert B. Morris, Secy. & Csl.  
Marriott Corporation  
5161 River Road  
Washington, D. C. 20016

Secretary of State  
Corporation Department  
Tallahassee, Florida 32304

Dear Sir:

At the request of the above-named attorney, we attach for filing in your jurisdiction a certified copy of Certificate of Ownership and Merger on behalf of Marriott Corporation which does not amend. Please file the attached, furnishing us with the usual evidence. Our check is enclosed to cover the filing fee.

Many thanks for your assistance.

Very truly yours,

C T CORPORATION SYSTEM

Richard T. Rizzi  
Assistant Secretary

ENR:CC  
Encls.

Check in the amount of \$15.00

PRIVILEGE TAX	
AD TAX	- 60802** *15.00
FILING	15.00
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	15.00
BALANCE DUE	
REFUND	

FILED  
OCT 25 8 21 AM '72  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



RICHARD (DICK) STONE  
SECRETARY OF STATE

October 26, 1972

STATE OF FLORIDA  
**Department of State**  
THE CAPITOL  
TALLAHASSEE 32304

ROY L. ALLEN, DIRECTOR  
DIVISION OF CORPORATIONS

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

Attention: Richard T. Rizzi

Gentlemen:

Subject: MARRIOTT CORPORATION

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

- ☒ 1. Check in the amount of \$15.
- ☐ 2. Articles of Incorporation
- ☐ 3. Amendment to Articles of Incorporation
- ☒ 4. Articles of Merger ~~or Consolidation~~ merging several Delaware corporations into the above corporation.
- ☐ 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: October 25, 1972.

Sincerely,

RICHARD (DICK) STONE  
Secretary of State

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

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6-1-72

DJ/mb

Enclosures

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**ALLEGHENY PROPERTIES, INC.  
BIG BOY PROPERTIES OF UTAH, INC.  
INTERNATIONAL CATERERS PROPERTIES CORP.  
MARRIOTT AIRPORT PROPERTIES, INC.  
NORRIDGE PROPERTIES, INC.  
PERRING PARKWAY PROPERTIES, INC.  
SPRINGBANK PROPERTIES, INC.  
WRIGHT ROAD PROPERTIES, 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 Allegheny Properties, Inc., a corporation incorporated on the 12th day of March 1963, pursuant to the General Corporation Law of the State of Delaware.**

**That this corporation owns all of the outstanding shares of the stock of Big Boy Properties of Utah, Inc., a corporation incorporated on the 19th day of December 1966, pursuant to the General Corporation Law of the State of Delaware.**

**That this corporation owns all of the outstanding shares of the stock of International Caterers Properties Corp., a corporation incorporated on the 4th day of May 1967, pursuant to the General Corporation Law of the State of Delaware.**

**That this corporation owns all of the outstanding shares of the stock of Marriott Airport Properties, Inc., a corporation incorporated on the 19th day of January 1968, pursuant to the General Corporation Law of the State of Delaware.**

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FLORIDA  
SECRETARY OF STATE

That this corporation owns all of the outstanding shares of the stock of Norridge Properties, Inc., a corporation incorporated on the 20th day of August 1969, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of Perring Parkway Properties, Inc., a corporation incorporated on the 13th day of September 1965, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of Springbank Properties, Inc., a corporation incorporated on the 17th day of May 1968, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of Wright Road Properties, Inc., a corporation incorporated on the 14th day of June 1968, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Executive Committee duly adopted by the Executive Committee at its duly called and convened meeting at which meeting a quorum was present and voting throughout, held on the 23rd day of June 1972, determined to and did merge into itself effective on the 30th day of June 1972 for accounting purposes, said Allegheny Properties, Inc., Big Boy Properties of Utah, Inc., International Caterers Properties Corp., Marriott Airport Properties, Inc., Norridge Properties, Inc., Perring Parkway Properties, Inc., Springbank Properties, Inc., and Wright Road Properties, Inc.

RESOLVED, that Marriott Corporation merge, and it hereby does merge into itself said Allegheny Properties, Inc., Big Boy Properties of Utah, Inc., International Caterers Properties Corp., Marriott Airport Properties, Inc., Norridge Properties, Inc., Perring Parkway Properties, Inc., Springbank Properties, Inc., and Wright Properties, Inc.; and

RESOLVED, FURTHER, that the merger shall be effective on June 30, 1972, 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 Allegheny Properties, Inc., Big Boy Properties of Utah, Inc., International Caterers Properties Corp., Marriott Airport Properties, Inc., Morridge Properties, Inc., Perring Parkway Properties, Inc., Springbank Properties, Inc., and Wright Road 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 12th day of September 1972

CORPORATE SEAL

MARRIOTT CORPORATION

Attest:

By

Robert B. Morris  
Secretary

By

Robert E. Koehler  
Vice President

STATE OF MARYLAND )

COUNTY OF MONTGOMERY )

SS:

Be it remembered that on this 12<sup>th</sup> day of Sept. 1972 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

Barton J. Warr  
Notary Public

"SEAL"

My Commission Expires:

July 1, 1974

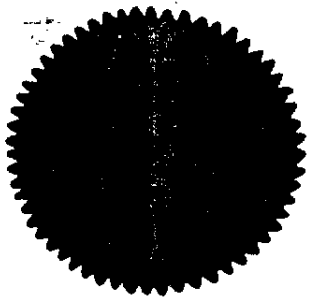


**Office of Secretary of State**

*J. Walton H. Simpson, 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 "ALLEGHENY  
PROPERTIES, INC.", "BIG BOY PROPERTIES OF UTAH, INC.", "INTERNATIONAL  
CATERERS PROPERTIES CORP.", "MARRIOTT AIRPORT PROPERTIES, INC.", "NORRIDGE  
PROPERTIES, INC.", "PERRING PARKWAY PROPERTIES, INC.", "SPRINGBANK PROPERTIES,  
INC.", and "WRIGHT ROAD PROPERTIES, INC.", pursuant to Section 253 of the  
General Corporation Law of the State of Delaware, as received and filed in  
this office the third day of October, A.D. 1972, at 12 o'clock Noon.

FILED  
OCT 25 8 21 AM '72  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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



*Walton H. Simpson*

Secretary of State

*B. N. Laddell*

Asst. Secretary of State