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Amendment
Filed 1-17-77

7 pgs.

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
918-16TH STREET, N.W., WASHINGTON, D. C. 20006 • (202) 347-1601

January 5, 1977

RE: MARRIOTT CORPORATION (Del.)
Amendment Filing

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

JAN 10 9 168600 ***10.00

Counsel: Robert B. Morris, Atty.
Marriott Corporation
5161 River Road, N.W.
Washington, D.C. 20016

Dear Sir:

At the request of the above-named attorney, we attach an amendment document issued by the Secretary of State of Delaware on behalf of the subject corporation which is qualified to transact business in your jurisdiction. The amendment increased the number of authorized common shares from 45,000,000 @ \$1.00 to 60,000,000 @ \$1.00. The authorized preferred stock remains unchanged.

Please file the attached furnishing us with the usual evidence. Our check is attached to cover the fee.

Many thanks for your assistance.

Very truly yours,

C T CORPORATION SYSTEM

Richard T. Rizzi
Assistant Secretary

CORPORATE TAX	
S. TAX	
FEES	10
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	10
BALANCE DUE	

RTR/ff
Encs.

P.S. Supplemental form attached. Please advise us of the additional fee and we will furnish you with a check. Thanks.

will be ok

a phone call (collect)

RECEIVED
JAN 10 3 16 PM '77
CORPORATE TAX
DIVISION
TALLAHASSEE, FLA.



BRUCE A. SMATHERS
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

January 18, 1977

DAVID C. MACNAMARA
ASSISTANT SECRETARY OF STATE

F. R. RITTER
DIRECTOR
DIVISION OF CORPORATIONS

Telephone: 904/488-3140

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

SUBJECT: HARBRIOT CORPORATION

Charter Number: 615208

This will acknowledge receipt of the following:

1. Check in the amount of \$10.00
2. Articles of Incorporation.
3. vv Amendment to Articles of Incorporation files. 1/17/77 stock decrease
4. Articles of Merger or Consolidation filed.
5. Certificate of Withdrawal filed.
6. Limited Partnership filed.
7. Trademark Application filed.
8. Application for qualification filed . It is no longer required to issue a permit. A certificate under seal to this effect may be obtained for \$5.
9. Reinstatement filed.
10. Dissolution filed.
11. OTHER:

ENCLOSED:

1. Certified Copy(ies).
2. Certificate(s) Under Seal.
3. Photocopy(ies).
4. OTHER:

jz

APPLICATION BY FOREIGN CORPORATION FOR INCREASE OR DECREASE OF ITS
REPRESENTED AUTHORIZED SHARES IN FLORIDA.

- (1) MARRIOTT CORPORATION
(NAME OF CORPORATION)
- (2) 60,000,000 common stock of \$1.00 par value
(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES,
AND SHARES WITHOUT PAR VALUE)
1,000,000 preferred stock of no par value
- (3) "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY ACCEPTED
ACCOUNTING PRINCIPLES.
- A. ESTIMATED VALUE OF ALL PROPERTY OWNED
BY THE CORPORATION FOR THE COMING YEAR,
WHEREVER LOCATED \$ 437,689,574
- B. ESTIMATED GROSS AMOUNT OF BUSINESS TO
BE TRANSACTED BY THE CORPORATION
DURING THE COMING YEAR \$ 778,254,111
- C. ESTIMATED VALUE OF ALL PROPERTY IN
FLORIDA OWNED BY THE CORPORATION FOR
THE COMING YEAR \$ 16,070,572
- D. ESTIMATED GROSS AMOUNT OF BUSINESS TO
BE TRANSACTED IN FLORIDA BY THE COR-
PORATION DURING THE COMING YEAR \$ 33,131,332
- E. TOTAL OF "A" AND "B" \$ 1,217,600,178
- F. TOTAL OF "C" AND "D" \$ 49,201,904
- G. DIVIDE "F" BY "E" .040409
\$2,424,540.00
+ 40,409 shares
- H. MULTIPLY "G" BY TOTAL AUTHORIZED
SHARES

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON
AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE NUMBER OF SHARES
CALCULATED IN "H" ABOVE.

Francis W. Cash
VICE PRESIDENT

SECRETARYXXXXXXXXXXXXXXXXXXXX

STATE OF MARYLAND
COUNTY OF MONTGOMERY

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 15TH

DAY OF DECEMBER, 1976, BY FRANCIS W. CASH
(NAME OF OFFICER)
VICE PRESIDENT OF MARRIOTT CORPORATION
(TITLE OF OFFICER) (NAME OF CORPORATION)

A DELAWARE CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

David Bullock
NOTARY PUBLIC
My commission expires 7/1/78

(SEAL)

(Fla. - 743 - 3/9/76)

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

MARRIOTT CORPORATION, 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 CORPORATION 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 Article thereof numbered "FOURTH" so that, as amended the first paragraph of said Article shall be and read as follows:

"FOURTH: The total number of all classes of stock which the corporation shall have authority to issue is Sixty-One Million (61,000,000). Of such shares, (i) Sixty Million (60,000,000) shall be Common Stock of the par value of One Dollar (\$1.00) per share, and (ii) One Million (1,000,000) shall be Preferred Stock without par value."

SECOND: That thereafter, pursuant to resolution of its Board of Directors an Annual Meeting of the Stockholders of said corporation was duly called and held, upon notice in accordance

A-860
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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.

IN WITNESS WHEREOF, said MARRIOTT CORPORATION has caused this Certificate to be signed by Robert E. Koehler, its Senior Vice President, and attested by Robert B. Morris, its Secretary, this 16th day of November, 1976.

MARRIOTT CORPORATION

CORPORATE SEAL

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

ATTEST:

Robert B. Morris
Robert B. Morris, Secretary

A-860
1-17



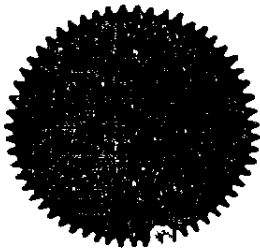
State of DELAWARE

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 Amendment of the "MARRIOTT CORPORATION", as received and filed in
this office the sixteenth day of November, A.D. 1976, at 2:30 o'clock P.M.

RECEIVED
11/16/76
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11/30/76

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



FORM 120

Robert H. Reed

Robert H. Reed

Secretary of State

Grover A. Biddle

Grover A. Biddle Assistant Secretary of State

A-860

1-17