F12000000287

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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C. GOLDEN

JUN - 5 2019

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallhassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 787472 4305026

AUTHORIZATION :

COST LIMIT : $ 70.00

ORDER DATE : May 31, 2019

ORDER TIME : 2:47 PM

ORDER NO. : 787472-070

CUSTOMER NO: 4305026

ARTICLES OF MERGER

SONESTA COCONUT GROVEM INC.

INTO

SONESTA INTERNATIONAL HOTELS
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sonesta International Hotels Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Chris Connell
Contact Person

Sullivan & Worcester LLP
Firm/Company

One Post Office Square
Address

Boston, MA 02109
City/State and Zip Code

cconnell@sandw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shu Wei At (617) 338-2973
Name of Contact Person — Area Code & Daytime Telephone Number

☐ Certified copy (optional) $8.75 **(Please send an additional copy of your document if a certified copy is requested)**

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RESUBMIT

Please give original submission date as file date.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 3, 2019

CORPORATION SERVICE COMPANY

,

SUBJECT: SONESTA COCONUT GROVE, INC.
Ref. Number: H01338

We have received your document for SONESTA COCONUT GROVE, INC. and the authorization to debit your account in the amount of $. However, the document has not been filed and is being returned for the following:

Please verify the document number for the surviving corporation and list the complete name of the surviving corporation on the signature page.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 519A00010972

RECEIVED
19 JUN -4 PM 1:43
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CG

ARTICLES OF MERGER

(Profit Corporations)

FILED

2019 MAY 31 AM 9:19

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Sonesta International Hotels Corporation	Maryland	F12000000887

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Sonesta Coconut Grove, Inc.	Florida	H01338

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 31, 2019.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

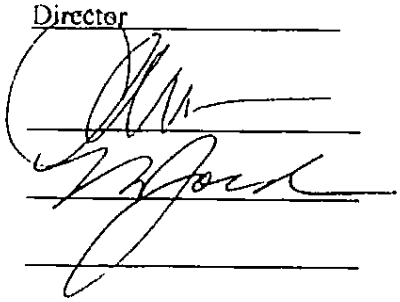
Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 31, 2019.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Sonesta International Hotels Corporation		Carlos Flores, President and Chief Executive Officer
Sonesta Coconut Grove, Inc.		Matthew P. Jordan, President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made as of May 31, 2019 between Sonesta International Hotels Corporation, a Maryland corporation ("Sonesta"), and Sonesta Coconut Grove, Inc., a Florida corporation (the "Merging Entity"). The parties hereto desire that the Merging Entity be merged into and with Sonesta.

In consideration of the mutual promises and covenants contained in this Agreement, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I
PRELIMINARY ACTIONS

1.1 Preliminary Actions. The Board of Directors of each of Sonesta and the Merging Entity have approved the execution and delivery of this Agreement and the transactions described herein.

ARTICLE II
THE MERGER; EFFECTIVE TIME

2.1 The Merger. At the Effective Time, the Merging Entity shall be merged with and into Sonesta (the "Merger") and the separate existence of the Merging Entity shall thereupon cease. Sonesta shall be the surviving entity in the Merger (the "Surviving Entity") and shall continue to be a corporation governed by the laws of the State of Maryland, and the separate existence of Sonesta with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in the Maryland General Corporation Law, as amended (the "MGCL").

2.2 Filings. The authorized officers, employees or agents of Sonesta and the Merging Entity shall take all actions as may be required for accomplishing the Merger, including without limitation, signing articles of merger or other required documents and filing such articles of merger with the Florida Department of State, the Maryland State Department of Assessments and Taxation (the "SDAT") and/or other appropriate authorities.

2.3 Effective Time. The Merger shall become effective upon the filing of articles of merger with the SDAT, in accordance with the relevant provisions of the MGCL (the "Effective Time").

2.4 Articles of Incorporation and Bylaws. The articles of incorporation and amended and restated bylaws of Sonesta in effect immediately prior to the Effective Time shall be the articles of incorporation and bylaws of the Surviving Entity, until duly amended in accordance with the terms thereof and the MGCL.

2.5 Directors. The directors of Sonesta immediately prior to the Effective Time shall be the directors of the Surviving Entity immediately after the Effective Time, each to hold the office of a director of the Surviving Entity in accordance with the provisions of the MGCL and the articles of incorporation and the bylaws of the Surviving Entity until their successors have been duly elected and qualified.

2.6 Officers. The officers of Sonesta immediately prior to the Effective Time shall be the officers of the Surviving Entity immediately after the Effective Time, each to hold office in

accordance with the provisions of the MGCL and the bylaws of the Surviving Entity until their successors are duly elected and qualified.

2.7 Equity Interest of the Merging Entity. At the Effective Time, by virtue of the Merger and without any action on the part of Sonesta, the Merging Entity or any other person, each share of stock of the Merging Entity issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be canceled without payment of any consideration therefor, and any and all rights with respect to such shares of stock shall cease and terminate.

2.8 Equity Interest of Sonesta. The shares of stock of Sonesta issued and outstanding immediately prior to the Effective Time shall, at the Effective Time, remain issued and outstanding as the shares of stock of the Surviving Entity.

ARTICLE III
TERMINATION

3.1 Termination. Subject to applicable law, this Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time by mutual agreement of the parties hereto.

3.2 Effect of Termination and Abandonment. In the event of termination of this Agreement and abandonment of the Merger pursuant to this Article III, no party hereto (nor any stockholder, director, trustee or officer of any party hereto) shall have any liability or further obligation to any other party hereto.

ARTICLE IV
MISCELLANEOUS AND GENERAL

4.1 Modification or Amendment. Subject to applicable law, this Agreement may be modified or amended at any time prior to the Effective Time by mutual agreement of the parties hereto.

4.2 Counterparts. This Agreement may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

4.3 Further Assurances. The parties hereto agree to execute and deliver such deeds, agreements, instruments, notices or other documents as are reasonably required to carry out the intent and purpose of this Agreement.

4.4 Governing Law. The Merger and this Agreement shall be governed by and construed in accordance with the laws of the State of Maryland.

[Signature page follows]

IN WITNESS WHEREOF, this Agreement has been executed and delivered by the duly authorized officers of the parties on the date first above written.

SONESTA INTERNATIONAL HOTELS CORPORATION

By: _____
Carlos Flores
President and Chief Executive Officer

SONESTA COCONUT GROVE, INC.

By: _____
Matthew P. Jordan
President