

# FI6000005563

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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

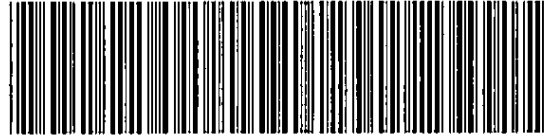
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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2010 DEC 27 A 0:21

18 DEC 27 PM 12:39

*Merger*

*1/7/19*

*DC*

# CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

**Date:** 12/27/2018

Acc#I20160000072



Name:	Accor Business and Leisure North America, LLC
Document #:	
Order #:	11341104

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
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Amount: \$ 85

Thank you!

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Fairmont Hotels & Resorts (U.S.) Inc.

\_\_\_\_\_  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Denise M. Kerschhackl

\_\_\_\_\_  
Contact Person

Sidley Austin LLP

\_\_\_\_\_  
Firm/Company

One S. Dearborn Street

\_\_\_\_\_  
Address

Chicago, IL 60603

\_\_\_\_\_  
City, State and Zip Code

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Contact Person

at (\_\_\_\_\_) \_\_\_\_\_

Area Code

Daytime Telephone Number

| Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Articles of Merger  
For  
Florida Limited Liability Company**

2011 DEC 27 A 0:31

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Accor Services US LLC	Delaware	Limited Liability Company
Accor Business and Leisure North America, LLC	Florida	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Fairmont Hotels & Resorts (U.S.) Inc.	Delaware	Corporation

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

January 1, 2019 at 12:03 a.m., Eastern time

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Fairmont Hotels & Resorts (U.S.) Inc.

Accor Services US LLC

Accor Business and Leisure North America, LLC

Signature(s):

Typed or Printed  
Name of Individual:

Wayne Leicester Buckingham, SVP,  
Operations, United States

Authorized Person

Authorized Person

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of an authorized person

**Fees:** For each Limited Liability Company: \$25.00

For each Limited Partnership: \$52.50

For each Other Business Entity: \$25.00

For each Corporation: \$35.00

For each General Partnership: \$25.00

**Certified Copy (optional):** \$30.00

## **AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of December 27, 2018, by and among Accor Services US LLC, a Delaware limited liability company ("ASUS"), Accor Business and Leisure North America, LLC, a Florida limited liability company ("ABLNA" and, together with ASUS, the "Merged Companies") and Fairmont Hotels & Resorts (U.S.) Inc., a Delaware corporation (the "Corporation", and, after the Effective Time (as defined in Article IV hereof), the "Surviving Entity").

**WHEREAS**, ASUS is a limited liability company duly formed and validly existing under the laws of the State of Delaware;

**WHEREAS**, ABLNA is a limited liability company duly formed and validly existing under the laws of the State of Florida;

**WHEREAS**, the Corporation is a corporation duly formed and validly existing under the laws of the State of Delaware; and

**WHEREAS**, the Board of Directors of ASUS, the manager of ABLNA, the Corporation, as sole member of each of the Merged Companies, the Board of Directors of the Corporation and the stockholders of the Corporation have duly authorized the merger of Merged Companies with and into the Corporation pursuant to the terms of this Agreement.

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed that, in accordance with Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware LLC Act"), Section 605.1021 of the Florida Revised Limited Liability Company Act (the "Florida LLC Act") and Section 264 of the Delaware General Corporation Law (the "DGCL"), each of the Merged companies shall be, and hereby is, at the Effective Time, merged with and into the Corporation (the "Merger"), with the Corporation to be the Surviving Entity. The mode of carrying the Merger into effect shall be as follows:

### **ARTICLE I**

#### **MERGER**

Prior to the Effective Time, each of the Merged Companies and the Corporation shall take all such additional action as shall be necessary or appropriate in order to effectuate the Merger.

At the Effective Time, each of the Merged Companies shall be merged with and into the Corporation, the separate existence of each of the Merged Companies shall cease, the Corporation shall continue in existence, and the Merger shall have the effects as set forth in the

DGCL, including Section 259 thereof, the Delaware LLC Act, including Section 18-209 thereof and the Florida LLC Act, including Section 605.1026 thereof.

If at any time after the Effective Time the Surviving Entity shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers, partners, attorneys-in-fact or other agents of the Corporation or either of the Merged Companies shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all such additional things, as are necessary or proper to carry out the provisions hereof.

## **ARTICLE II**

### **TERMS OF THE TRANSACTION**

At the Effective Time, (i) the membership interests in each of the Merged Companies immediately prior to the Effective Time shall be canceled and retired and cease to exist and (ii) the shares of capital stock of the Corporation immediately prior to the Effective Time shall remain shares of capital stock of Corporation.

## **ARTICLE III**

### **CERTIFICATE OF INCORPORATION AND BY-LAWS**

From and after the Effective Time, and until thereafter amended as provided by law, the Certificate of Incorporation and By-Laws, of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-Laws, respectively, of the Surviving Entity.

## **ARTICLE IV**

### **EFFECTIVE TIME**

The "Effective Time" shall be upon the latest of (i) the filing of a Certificate of Merger in accordance with the LLC Act and the DGCL in the office of the Secretary of State of the State of Delaware, (ii) the filing of Articles of Merger in the office of the Secretary of State of the State of Florida or (iii) 12:03 a.m., Eastern time, on January 1, 2019.

## **ARTICLE V**

### **TERMINATION**

At any time prior to the Effective Time, the Board of Directors of the Corporation may terminate or abandon this Agreement.

## **ARTICLE VI**

### **AMENDMENTS**

At any time prior to the Effective Time, the Corporation may amend, modify or supplement this Agreement in such manner as it may determine; provided, however, that no such amendment, modification or supplement shall alter or change any term of the Certificate of Incorporation or By-Laws of the Surviving Entity.

**ARTICLE VII**  
**GOVERNING LAW**

This Agreement shall be governed by and construed in accordance with the domestic laws of the State of Delaware and the State of Florida, without giving effect to any choice of law or conflict of law provision or rule (whether of the State of Delaware, the State of Florida or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Delaware and the State of Florida.



IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.

**FAIRMONT HOTELS & RESORTS  
(U.S.) INC.**

**ACCOR SERVICES US LLC**

By: 

Name: Wayne Leicester Buckingham  
Title: Senior Vice President,  
Operations,  
United States

By: 

Name: Wayne Leicester Buckingham  
Title: Senior Vice President,  
Operations,  
United States

**ACCOR BUSINESS AND LEISURE  
NORTH AMERICA, LLC**

By: 

Name: Wayne Leicester Buckingham  
Title: Senior Vice President,  
Operations,  
United States