

F 99000005 835

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

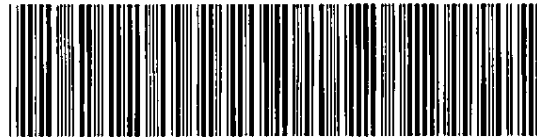
(Business Entity Name)

(Document Number)

Filed Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300397793573

RECEIVED

2022 DEC 22 AM 10:17

TALLAHASSEE, FLORIDA

FILED

2022 DEC 22 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FL

af 12/29/2022

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 12/22/2022

****WALK IN****

ENTITY NAME Premier Getaways, Inc.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$70

ACCOUNT #: I20160000072

E B J

Please call Tina at the above number for any issues or concerns. Thank you so much!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 27, 2022

SUNSHINE STATE CORPORATE COMPLIANCE COMPANY

CORRECTED
Please Allow For
Same File Date

SUBJECT: EXPEDIA, INC.
Ref. Number: F99000005835

We have received your document for EXPEDIA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

According to our records you are qualified as a Foreign entity to transact business in Florida, therefore you do not need to check a box in the fourth section.

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: 722A00028841

RECEIVED
2022 DEC 28 PM 1:11
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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** entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Expedia, Inc.</u>	<u>Washington</u>	<u>Corporation</u>	<u></u>

SECOND: The name and jurisdiction of each **merging** eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Premier Getaways, Inc.</u>	<u>Florida</u>	<u>Corporation</u>	<u>P00000054927</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FILED
2022 DEC 22 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FL

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☐ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☒ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: 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:

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Premier Getaways, Inc.

Expedia, Inc.

Signature(s):
DocuSigned by:

Michael S. Marron

DocuSigned by:

Robert J. Dzielak

59501175782E407..

Typed or Printed
Name of Individual:

Michael S. Marron

Robert J. Dzielak

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

PREMIER GETAWAYS, INC.
WRITTEN CONSENT
OF THE SOLE STOCKHOLDER

Effective as of December 21, 2022 ("Effective Date")

THE UNDERSIGNED, being the owner (the "Sole Stockholder") of all of the outstanding shares of capital stock of Premier Getaways, Inc., a Florida corporation (the "Corporation"), does hereby, by this written consent in lieu of meeting pursuant to Section 607.0704 of the Florida Business Corporation Act (the "Act"), waive notice and consent to, authorize and approve the adoption of the following resolutions:

APPROVAL OF A MERGER OF THE CORPORATION

WHEREAS, the Corporation intends to effect a merger involving the Corporation and Expedia, Inc., a Washington corporation (the "Surviving Corporation");

WHEREAS, in connection with the Reorganization, the board of directors of the Corporation (the "Board") desires to merge the Corporation with and into the Surviving Corporation (the "Merger"), pursuant to: (i) an agreement of merger (the "Agreement of Merger"); (ii) articles of merger to be filed with the Florida Secretary of State (the "FL Articles of Merger"); and (iii) articles of merger to be filed with the Washington Secretary of State (the "WA Articles of Merger" and, along with the FL Articles of Merger, the "Articles of Merger"). The particulars of the Agreement of Merger and the Articles of Merger having been made available to the Sole Stockholder to its satisfaction, with the Surviving Corporation being the sole surviving corporation of the Merger pursuant to Chapter 23B.11 of the Revised Code of Washington (the "Code");

WHEREAS, the Board has submitted the Agreement of Merger to the Sole Stockholder for the purpose of acting thereon, with the recommendation of the Board that the Sole Stockholder vote for the adoption thereof;

WHEREAS, the Sole Stockholder determined that the Merger and the other transactions contemplated by, ancillary or related thereto (collectively, the "Transactions") and any other instruments, documents, agreements and certificates related thereto or to the Transactions (collectively, including without limitation the Agreement of Merger and the Articles of Merger, the "Documents") are fair, reasonable, advisable and in the best interests of the Corporation and the Sole Stockholder.

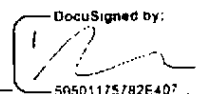
NOW, THEREFORE, BE IT RESOLVED, that the Transactions and the Documents be and hereby are, authorized, approved, adopted, confirmed, ratified and accepted and are deemed to be fair, reasonable, advisable and in the best interest of the Corporation and the Sole Stockholder.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned has duly executed this Written Consent effective as of the Effective Date and have directed that it be filed with the minutes of the proceedings of the stockholders of the Corporation.

SOLE STOCKHOLDER:

Expedia, Inc., a Washington corporation

By:  _____
50501175782E407

Name: Robert J. Dzielak

Title: Chief Legal Officer & Secretary

(Signature page to Written Consent of the Sole Stockholder of Premier Getaways, Inc.)

PREMIER GETAWAYS, INC.

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS**

Effective as of December 21, 2022

Pursuant to the provisions of Section 607.0821 of the Florida Business Corporation Act (the "Act"), the undersigned board of directors (the "Board"), being all the directors of Premier Getaways, Inc., a Florida corporation (the "Corporation"), do hereby waive notice and approve, adopt and consent in writing to the adoption of the following resolutions with the same force and effect as if adopted at a meeting of the Board duly called and held.

APPROVAL OF MERGER

WHEREAS, the Corporation intends to effect a merger involving the Corporation and Expedia, Inc., a Washington corporation (the "Surviving Corporation");

WHEREAS, the Board desires to merge the Corporation with and into the Surviving Corporation (the "Merger"), pursuant to: (i) an agreement of merger (the "Agreement of Merger"); (ii) articles of merger to be filed with the Florida Secretary of State (the "FL Articles of Merger"); and (iii) articles of merger to be filed with the Washington Secretary of State (the "WA Articles of Merger" and, along with the FL Articles of Merger, the "Articles of Merger"). The particulars of the Agreement of Merger and the Articles of Merger having been made available to the Board to its satisfaction, with the Surviving Corporation being the sole surviving corporation of the Merger pursuant to Chapter 23B.11 of the Revised Code of Washington (the "Code");

WHEREAS, the Corporation intends that the Merger shall become effective upon the filing of the WA Articles of Merger with the Washington Secretary of State or at such time as is otherwise specified therein (the "Effective Time"); and

WHEREAS, the Board deems it fair, reasonable, advisable and in the best interests of the Corporation to (i) approve, authorize and ratify the Merger, (ii) authorize and direct the officers of the Corporation to execute and deliver the Agreement of Merger and the Articles of Merger on behalf of the Corporation and (iii) authorize and direct the officers of the Corporation to take any other such actions as they may deem necessary to effect the Merger.

NOW, THEREFORE, BE IT RESOLVED, that subject to the vote or consent of a majority of the outstanding stock of the Corporation in favor of the adoption of the Agreement of Merger, the Merger and any other transactions contemplated by, ancillary or related thereto (collectively, the "Transactions") and the Agreement of Merger and the Articles of Merger and any other instruments, documents, agreements and certificates related thereto or to the Transactions (collectively, the "Documents") are hereby authorized, approved, adopted, confirmed, ratified and accepted in all respects and are deemed to be fair, reasonable, advisable and in the best interests of the Corporation and the Corporation is hereby authorized to enter into and perform its obligations thereunder; and

RESOLVED FURTHER, that the Agreement of Merger be submitted to the sole stockholder of the Corporation for the purpose of acting thereon, with the recommendation of the Board that the sole stockholder vote for the adoption thereof.

MISCELLANEOUS

RESOLVED, that any director or officer of the Corporation, or such other individuals that the Corporation shall, by power of attorney or otherwise, determine to be necessary, appropriate or advisable (together, the "Authorized Representatives" and each, an "Authorized Representative"), be and each hereby is authorized, empowered and directed, acting severally or jointly with one or more other Authorized Representatives, to do or cause to be done all things and acts, to negotiate, approve, execute, acknowledge, sign, deliver, file and perform or cause to be negotiated, approved, executed, acknowledged, signed, delivered, filed and performed on behalf of the Corporation any such agreements, instruments or other documents, make all filings, issue powers of attorney, and otherwise take any further action, which in the judgment of the Authorized Representatives are necessary, appropriate or advisable to consummate the Transactions and Documents and perform its obligations thereunder and otherwise to carry out and comply with the intent and purposes of the resolutions herein;

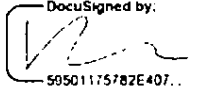
RESOLVED FURTHER, that subject to the vote or consent of a majority of the outstanding stock of the Corporation in favor of the adoption of the Agreement of Merger, the execution, delivery and performance by any Authorized Representative of the Transactions and the Documents, including without limitation, any changes therein, additions thereto and deletions therefrom by such Authorized Representative, shall constitute conclusive evidence of the approval of such Authorized Representative, and each of such Transactions and Documents shall constitute the valid and binding obligation of the Corporation;

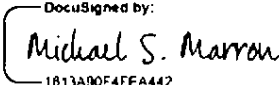
RESOLVED FURTHER, that all of the past acts and transactions of any Authorized Representative (or other representative or agent of the Corporation), including, but not limited to, preparation, execution, deliveries and filings of agreements, instruments, certificates and other documents in the name of and on behalf of the Corporation or any of its affiliates, and all fees and expenses (including taxes) incurred or paid by any Authorized Representative (or other representative or agent of the Corporation) having been deemed necessary, proper or advisable to carry out the intent and effectuate the purposes hereof, prior to the execution of these resolutions, taken in good faith in the name and on behalf of the Corporation or any of its affiliates pursuant to and consistent with the resolutions contained herein, be and hereby are authorized, approved, adopted, confirmed, ratified and accepted in all respects; and

RESOLVED FURTHER, that these resolutions may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute one and the same instrument.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed this Unanimous Written Consent effective as of the date first above written.

DocuSigned by:

59501175782E407...
Name: Robert Dzieta

DocuSigned by:

1813A90F4FEA442...
Name: Michael Marron