

K76009

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MERGER OR SHARE EXCHANGE

Hotelbeds USA Merger, Inc.

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Merger

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 corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Hotelbeds USA Merger, Inc.</u>	<u>Delaware</u>	<u>4209682</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Hotelbeds USA, Inc.</u>	<u>Florida</u>	<u>K76009</u>

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.

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on September 20, 2006.

Sixth: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on September 20, 2006.

Surviving Corporation:

Hotelbeds USA Merger, Inc.

By: 
William M. Poole, Secretary

Merging Corporation:

Hotelbeds USA, Inc.

By: 
William M. Poole, Secretary

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**AGREEMENT OF MERGER AND PLAN OF REORGANIZATION
OF HOTELBEDS USA, INC., WITH AND INTO
HOTELBEDS USA MERGER, INC.**

This Agreement of Merger and Plan of Reorganization (the "Plan of Merger") is made and entered into effective this 20th day of September, 2006 by and between Hotelbeds USA, Inc., a Florida corporation ("Hotelbeds"), and Hotelbeds USA Merger, Inc., a Delaware corporation ("Merger Hotelbeds") (Hotelbeds and Merger Hotelbeds being sometimes collectively referred to in this Plan of Merger as the "Constituent Corporations").

WITNESSETH:

WHEREAS, Hotelbeds is a corporation organized under the laws of the State of Florida.

WHEREAS, Hotelbeds has authorized capital stock consisting of 20,000 shares of common stock with a \$1.00 par value (referred to as the "Hotelbeds Common Stock"), of which 20,000 shares of Hotelbeds Common Stock are issued and outstanding; and

WHEREAS, Merger Hotelbeds is a corporation organized under the laws of the State of Delaware; and

WHEREAS, Merger Hotelbeds has authorized capital stock consisting of 10,000 shares of common stock with no par value (referred to as the "Merger Hotelbeds Common Stock"), of which 1 share of Merger Hotelbeds Common Stock is issued and outstanding; and

WHEREAS, the laws of the State of Florida and the State of Delaware permit a merger of the Constituent Corporations; and

WHEREAS, the Boards of Directors of Hotelbeds have determined that it is in the best interest of Hotelbeds to move its state of incorporation from Florida to Delaware for business reasons, such reincorporation being the sole purpose of the merger; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations have determined that the merger of Hotelbeds with and into Merger Hotelbeds on the terms and conditions hereinafter set forth is advisable (the "Merger"), and by unanimous written consent duly adopted, have adopted the terms and conditions of this Plan of Merger and directed that the proposed merger be submitted to the shareholders of the Constituent Corporations for their approval and have recommended to such shareholders approval of the terms and conditions hereinafter set forth; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations have determined that pursuant to the Articles of Merger to be filed with the Florida Department of State and a Certificate of Merger with the Delaware Department of State in which Certificate of Merger, the Certificate of Incorporation for the Surviving Company shall be amended to change the name of the Surviving Corporation to "Hotelbeds USA, Inc."; and

WHEREAS, the Constituent Corporations have resolved that Hotelbeds be merged into Merger Hotelbeds creating a single corporation existing under the laws of the State of Delaware, to

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wit, Merger Hotelbeds, which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and

WHEREAS, This Plan of Merger shall become effective on the later of September 1, 2006, or the date in which the articles or certificate of merger are filed with the appropriate state agencies for the Constituent Corporations (the "Effective Date").

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the laws of the State of Florida (the "Florida Code") and the laws of State of Delaware (the "Delaware Code"), that Hotelbeds shall be and hereby is, at the Effective Date, merged with and into Merger Hotelbeds (Merger Hotelbeds subsequent to such merger being hereinafter sometimes referred to as the "Surviving Corporation"), with the corporate existence of the Surviving Corporation to be continued under the name "Hotelbeds USA, Inc.", and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, and the manner of converting shares are and shall be as follows:

SECTION I

MERGER

1.1 Hotelbeds and Merger Hotelbeds shall each obtain the approval of their respective shareholders and Board of Directors to the merger prior to effecting the merger.

1.2 The Articles of Merger required by the Florida Code shall be executed and filed with the Florida Department of State and the Certificate of Merger required the Delaware Code shall be executed and filed with the Department of State of the State of Delaware.

1.3 On the Effective Date, Hotelbeds shall be merged with and into Merger Hotelbeds, and Merger Hotelbeds shall continue in existence.

1.4 Pursuant to the Articles of Merger to be filed with the Florida Department of State and the Certificate of Merger with the Delaware Department of State, the Certificate of Incorporation for the Surviving Corporation shall be amended to change the name of the Surviving Corporation to "Hotelbeds USA, Inc."

1.5 Without limiting the foregoing, on and after the Effective Date, the separate existence of Hotelbeds shall cease, and it shall be merged with and into Merger Hotelbeds. In accordance with the terms of this Plan of Merger, the title to all real estate, assets and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

1.6 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of Hotelbeds, the last acting officers of Hotelbeds, or the

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corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

SECTION II

TERMS OF TRANSACTION

2.1 Upon the Effective Date:

2.1.1 Each 4 shares of Hotelbeds Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into 1 fully paid share of Merger Hotelbeds Common Stock, and outstanding certificates representing shares of Hotelbeds Common Stock shall thereafter represent shares of Merger Hotelbeds Common Stock. Such certificates may be exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

2.1.2 All issued and outstanding shares of Merger Hotelbeds Common Stock held by Hotelbeds immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

SECTION III

DIRECTORS AND OFFICERS

3.1 The Board of Directors of the Surviving Corporation as in effect immediately before the Effective Date, shall from and after the Effective Date be the Board of Directors of the Surviving Corporation until their term ends or they are removed from office.

3.2 The Officers of Hotelbeds, as in effect immediately before the Effective Date, shall from and after the Effective Date be the Officers of the Surviving Corporation until their term ends or they are removed from office. These Officers are:

Joan Vila	Chairman of the Board
Sheila S. Sheehan	President
Neil A. Emerson	Executive Vice President
David Foote	Treasurer
William M. Poole	Secretary

SECTION IV

GOVERNING LAW

The Surviving Corporation shall be governed by the laws of the State of Delaware.

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SECTION V

DESIGNATION OF AGENT FOR SERVICE

As of the Effective Date, the Surviving Corporation hereby irrevocably appoints the Secretary of State of Florida as its attorney to accept service of process in any action, or proceeding for the enforcement of any obligations of Hotelbeds for which the Surviving Corporation is liable under the Florida Code, this Agreement, or the laws of the State of Florida, , including but not limited to any proceeding for the enforcement of dissenters rights, or any obligation of the Surviving Corporation arising from the merger.

SECTION VI

ARTICLES/CERTIFICATE OF INCORPORATION AND BYLAWS

6.1 From and after the Effective Date, the Certificate of Incorporation of Merger Hotelbeds, as in effect at such date, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

6.2 From and after the Effective Date, the Bylaws of Hotelbeds, in effect at such date, shall be the Bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

SECTION VII

SHAREHOLDER APPROVAL, EFFECTIVENESS OF MERGER

This Plan of Merger shall be submitted for approval to the shareholders of Hotelbeds and Merger Hotelbeds in accordance with the Florida Code and the Delaware Code, respectively. If this Plan of Merger is duly authorized and adopted by the requisite vote or written consents of such shareholders and is not terminated and abandoned pursuant to Section VIII hereof, this Plan of Merger shall be executed, and this Plan of Merger, and the Articles of Merger and Certificate of Merger incorporating the terms of this Plan of Merger, shall be filed and recorded in accordance with the laws of the State of Florida and State of Delaware as soon as practicable after the last approval by such shareholders. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

SECTION VIII

TERMINATION

At any time prior to the filing of the Articles of Merger with Secretary of State of the State of Florida or the Certificate of Merger with the Department of State of the State of Delaware, the Board of Directors of Hotelbeds or Merger Hotelbeds may terminate and abandon this Plan or Merger,

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notwithstanding favorable action on the merger by the shareholders of such corporations or earlier approval by the Board of Directors of such corporations.

SECTION IX

MISCELLANEOUS

9.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

9.2 The Surviving Corporation shall promptly pay to any dissenting shareholders of any corporation that is a party to this merger, the amount, if any, to which they shall be entitled under the provisions of the Florida Code or the Delaware Code,

9.3 This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

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IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date first written above,

HOTELBEDS USA, INC., a Florida corporation

By: 
William M. Poole, Secretary

HOTELBEDS USA MERGER, INC., a Delaware corporation

By: 
William M. Poole, Secretary

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