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**MERGER OR SHARE EXCHANGE
WESTIN CANCUN SVO MEXICO, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$68.75

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EXAMINER

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
FOR
FLORIDA PROFIT CORPORATION**

Pursuant to Section 607.1109
of
the Florida Business Corporation Act

The following Articles of Merger are submitted to merge Lagunamar, LLC, a Delaware limited liability company ("Lagunamar"), with and into Westin Cancun SVO Mexico, Inc., a Florida corporation ("Westin") in accordance with Section 607.1109 of the Florida Business Corporation Act (the "FBCA").

FIRST: The exact name, entity type and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
Lagunamar, LLC	Limited Liability Company	Delaware

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

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
Westin Cancun SVO Mexico, Inc.	Corporation	Florida

THIRD: The merger of Lagunamar with and into Westin is being effected pursuant to an Agreement and Plan of Merger, dated as of October 19, 2012 (the "Plan of Merger"), a copy of which is attached hereto as Annex A and is incorporated herein by reference.

FOURTH: The Plan of Merger was approved by the board of directors and shareholders of Westin in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

FIFTH: The Plan of Merger was approved by Lagunamar in accordance with the applicable laws of the State of Delaware.

SIXTH: The effective date of the Merger shall be [the filing date of these Articles of Merger].

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of October 19, 2012.

WESTIN CANCUN SVO MEXICO, INC.

LAGUNAMAR, LLC

By: 

Name: Victoria H. Carter
Title: Senior Vice President

By: 

Name: Thorp S. Thomas
Title: President

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STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of October, 2012 by Victoria H. Carter, as Senior Vice President of Westin Cancun SVO Mexico, Inc., a Florida corporation.

Sabrina C. Churchwell
(Notary Signature)

Print, Type or Stamp Name of Notary



Personally known
or Produced Identification
Type of Identification Produced

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of October, 2012 by Thorp S. Thomas, as President of Lagunamar LLC, a Delaware limited liability company.

Sabrina C. Churchwell
(Notary Signature)

Print, Type or Stamp Name of Notary



Personally known
or Produced Identification
Type of Identification Produced

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ANNEX AAGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is dated as of October 14, 2012, by and between WESTIN CANCUN SVO MEXICO, INC., a Florida corporation, and LAGUNAMAR, LLC, a Delaware limited liability company.

RECITALS

WHEREAS, WESTIN CANCUN SVO MEXICO, INC. is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, WESTIN CANCUN SVO MEXICO, INC. has created a branch in Mexico that is a valid permanent establishment in Mexico (the "WESTIN CANCUN SVO MEXICO, INC. Branch");

WHEREAS, LAGUNAMAR, LLC is a limited liability company duly formed and existing under the laws of the State of Delaware;

WHEREAS, LAGUNAMAR, LLC has created a branch in Mexico that is a valid permanent establishment in Mexico (the "LAGUNAMAR LLC Branch");

WHEREAS, the sole member of LAGUNAMAR, LLC has approved and the Board of Directors of WESTIN CANCUN SVO MEXICO, INC. have approved and recommended to the shareholders of WESTIN CANCUN SVO MEXICO, INC. this Agreement and the merger of LAGUNAMAR LLC with and into WESTIN CANCUN SVO MEXICO, INC. and as a consequence thereof, the merger of WESTIN CANCUN SVO MEXICO, INC. Branch and LAGUNAMAR LLC Branch (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement in the manner required by applicable law;

WHEREAS, the Board of Directors of WESTIN CANCUN SVO MEXICO, INC. has authorized and directed that, immediately following the execution and acknowledgment of this Agreement by an officer of WESTIN CANCUN SVO MEXICO, INC. and the sole member of LAGUNAMAR, LLC, this Agreement be submitted to the stockholder(s) of WESTIN CANCUN SVO MEXICO, INC. for approval; and

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants and agreements contained in this Agreement, the parties to this Agreement, intending to be legally bound, hereby agree as follows:

MERGER: CONVERSION OF STOCK AND LIMITED LIABILITY COMPANY
INTERESTS

1.1 The Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 *et seq.* (the "Act"), at the Effective Time (as defined below), LAGUNAMAR, LLC shall

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be merged with and into WESTIN CANCUN SVO MEXICO, INC., the separate limited liability company existence of LAGUNAMAR, LLC shall cease, and WESTIN CANCUN SVO MEXICO, INC. shall continue its corporate existence under the FBCA as the surviving corporation in the Merger (the "Surviving Corporation"). The Merger shall have the effects set forth in Section 607.11101 of the FBCA and Section 18-209(g) of the Act. As a result of the merger of LAGUNAMAR, LLC into WESTIN CANCUN SVO MEXICO, INC., the LAGUNAMAR LLC Branch shall be merged into the WESTIN CANCUN SVO MEXICO, INC. Branch.

1.2 Conversion of Stock and Limited Liability Company Interests: At the Effective Time (as defined below):

(a) each share of capital stock of WESTIN CANCUN SVO MEXICO, INC. outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder(s) thereof, remain unchanged and continue to remain outstanding as one share of capital stock of the Surviving Corporation; and

(b) the sole limited liability company membership interest of LAGUNAMAR, LLC outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and converted into the rights to receive from WESTIN CANCUN SVO MEXICO, INC., as promptly as reasonable practical after the effective time of the Merger an amount in cash equal to \$100.00.

EFFECTIVE TIME

2.1 Certificate of Merger. If this Agreement is duly adopted by the Board of Directors and shareholder(s) of WESTIN CANCUN SVO MEXICO, INC. and the sole member of LAGUNAMAR LLC and is not terminated and abandoned in accordance with Section 5.2 hereof, a certificate of merger shall be filed with the Secretary of State of the State of Delaware in the manner contemplated by Section 18-209 of the Act and articles of merger shall be filed with the Florida department of State in the manner contemplated by Section 1109 of the FBCA.

2.2 Effective Time. The Merger shall become effective on the date and time (the "Effective Time") provided in the certificate of merger filed with the Secretary of State of the State of Delaware and the articles of merger filed with the Florida Department of State.

2.3 Registration of Lagunamar LLC's Branch. The Merger of the LAGUNAMAR LLC's Branch into the WESTIN CANCUN SVO MEXICO, INC.'s Branch, as consequence of the Merger of LAGUNAMAR, LLC into WESTIN CANCUN SVO MEXICO, INC., shall be registered with the Public Registry of Commerce in Mexico. Any liabilities of LAGUNAMAR LLC's Branch and of WESTIN CANCUN SVO MEXICO, INC.'s Branch shall be deemed due and payable on demand at the offices of the WESTIN CANCUN SVO MEXICO, INC.'s Branch, as of the publication of this Agreement of Merger on the official gazette of the Government of

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TELEPHONE

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the State of Quintana Roo, Mexico except for those debts that will be paid on later dates pursuant to the creditors' express consent.

CERTIFICATE OF INCORPORATION AND BY-LAWS

3.1 **Certificate of Incorporation.** The certificate of incorporation of WESTIN CANCUN SVO MEXICO, INC. as in effect immediately prior to the Effective Time shall be, from and after the Effective Time, the certificate of incorporation of the Surviving Corporation until further amended. [

3.2 **By-laws.** The by-laws of WESTIN CANCUN SVO MEXICO, INC. as in effect immediately prior to the Effective Time shall be, from and after the Effective Time, the by-laws of the Surviving Corporation until further amended.

DIRECTORS AND OFFICERS

4.1 **Directors and Officers.** The directors and officers of WESTIN CANCUN SVO MEXICO, INC. immediately prior to the Effective Time shall be, from and after the Effective Time, the directors and officers, respectively, of the Surviving Corporation until their respective successors are duly elected and qualified or until their earlier death, resignation or removal.

AMENDMENT AND TERMINATION

5.1 **Amendment.** At any time prior to the Effective Time, this Agreement may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly approved by the Board of Directors of WESTIN CANCUN SVO MEXICO, INC. and the sole member of LAGUNAMAR, LLC.

5.2 **Termination.** At any time prior to the Effective Time, notwithstanding approval of this Agreement by the shareholders of WESTIN CANCUN SVO MEXICO, INC. and the sole member of LAGUNAMAR, LLC, this Agreement may be terminated and/or abandoned by the Board of Directors of the WESTIN CANCUN SVO MEXICO, INC. or the sole member of the LAGUNAMAR, LLC.

MISCELLANEOUS

6.1 **Governing Law.** This Agreement shall be governed and construed in accordance with the laws of the State of Florida, without regard to conflicts of laws principles thereof.

6.2 **Counterparts.** This Agreement may be executed in a number of counterparts, all of which shall be one and the same agreement.

6.3 **Delegates.** Messrs Carlos Gonzalez Aguilar, Arturo Javier Bafuelos Navarro, Alejandro Montes Jacob and any and all WESTIN CANCUN SVO MEXICO, INC.'s attorneys-in-fact¹ shall be duly authorized to carry out any and all procedures that may be necessary in

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connection with the due performance and implementation of this Agreement of Merger, before any corresponding Federal, State and Local authorities of Mexico or before any private party.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, WESTIN CANCUN SVO MEXICO, INC. and LAGUNAMAR LLC have caused this Agreement to be duly executed and acknowledged by their duly authorized officers and sole member, respectively, as of the 19th day of October, 2012.

WESTIN CANCUN SVO MEXICO, INC.,
a Florida corporation

By: 
Name: Victoria H. Carter
Title: Senior Vice President

LAGUNAMAR, LLC, a Delaware limited
liability company

By: Westin Cancun SVO Mexico, Inc.,
its sole member

By: 
Name: Victoria H. Carter
Title: Senior Vice President

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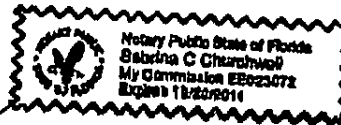
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of October, 2012 by Victoria H. Carter, as Senior Vice President of Westin Cancun SVO Mexico, Inc., a Florida corporation.

Sabrina C. Churchill
(Notary Signature)

Print, Type or Stamp Name of Notary



Personally known _____
or Produced Identification _____
Type of Identification Produced _____

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