

Company No: 1235583

THE COMPANIES ACT 1948 TO 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

AMENDED ARTICLES OF ASSOCIATION  
(amended pursuant to a Special Resolution  
passed on 1st September 1994)

of

MARRIOTT HOTELS LIMITED

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Incorporated the 28th November, 1975  
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THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
MARRIOTT HOTELS LIMITED

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Incorporated the 28th day of November, 1975

Knapp-Fishers  
31 Great Peter Street  
Westminster  
London SW1P 3LP

No. 1235583

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that MARRIOTT HOTELS LIMITED is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

GIVEN under my hand at London the 28th November 1975.

F. WHIPP

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

MARRIOTT HOTELS LIMITED

1. The name of the Company is "MARRIOTT HOTELS LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) To carry on the business or businesses of hotel, restaurant, boarding house, refreshment-room, tea-room, cafe, inn, beerhouse, tavern, roadhouse, motel, holiday camp, camping ground and club proprietors, operators and managers; licensed victuallers, wine and spirit merchants, importers and manufacturers of aerated and mineral waters and other drinks, ice-cream makers and vendors, farmers, market gardeners, dairymen, garage proprietors, carriers of passengers and goods, provision dealers, cigar merchants and tobacconists, confectioners, chemists, hairdressers, laundry-men, dyers, cleaners and general storekeepers; proprietors, operators and managers of rooms and places of recreation, sport, entertainment or amusement; hotel and other accommodation and travel agents, theatrical and transportation agents, and undertakers of agencies generally.
  - (2) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company.
  - (3) To manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.

- (4) To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company.
- (5) To purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to sell, let or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.
- (6) To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.
- (7) To invest and deal with the moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- (8) To lend money to such companies with or without security and otherwise on such terms as may seem expedient.
- (9) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not.
- (10) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description.

- (11) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies.
- (12) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.
- (13) To promote or assist in promoting any company or companies in any part of the world and to subscribe shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company).
- (15) To procure the Company to be registered or recognised in any country or place in any part of the world.
- (16) To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (17) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company, and the issue of the capital of the Company and any such other company and of and incidental to the negotiations between the promoters preliminary to the formation of the Company, and also all costs and expenses of and incidental to the acquisition by the Company of any property or assets and of and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
- (18) To insure with any other company against losses, damages, risks and liabilities of all kinds which may

affect the Company.

- (19) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested. To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or useful object whatever.
- (20) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (21) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.
- (22) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, or the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
MICHAEL G. LEACH, 31 Great Peter Street, London S.W.1.	One
Solicitor.	
JOHN D. PERRY, 31 Great Peter Street, London S.W.1.	One
Solicitor.	

DATED this 13th day of November, 1975.

WITNESS to the above Signatures :-

MOYA K. WOOLVEN,  
31 Great Peter Street,  
London S.W.1.

Secretary.

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

MARRIOTT HOTELS LIMITED

1. In these Articles -

"The Act" means the Companies Act 1948, as amended by the Companies Act 1967.

"Part I" means Part I of Table A in the First Schedule to the Act.

"Part II" means Part II of the said Table A.

2. The Company is a Private Company within the meaning of Section 28 of the Act.

3. The regulations contained in Part II, including the regulations contained in Part I incorporated in Part II, shall apply to the Company with the exceptions, modifications and additions hereinafter contained.

4. The capital of the Company is £100, divided into 100 shares of £1 each.

5. The shares shall, subject to Regulation 2 of Part II and in the case of new shares created on any increase of capital subject to any direction to the contrary that may be given by the Company in General Meeting at the time the capital is increased, be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of the same to such persons (including any Director) and on such terms as they think fit, provided that no share shall be issued at a discount, except as provided by Section 57 of the Act.

6. In Regulation 11 of Part I the words "(other than fully paid shares)" shall be omitted.

7. In Regulation 15 of Part I the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

8. Regulation 22 of Part I shall not apply to the Company. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Provided that in the case of a partly-paid share the instrument of transfer must also be executed by or on behalf of the transferee.

9. Regulation 75 of Part I shall not apply to the Company. Unless and until otherwise determined by Ordinary Resolution of the Company, the number of Directors shall not be less than two and the maximum number of Directors shall not be limited. The first Directors shall be appointed in writing by the Subscribers to the Memorandum of Association.

10. A member or members holding a majority in nominal value of the issued shares for the time being in the Company shall have power from time to time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by any person so authorised by resolution of the Directors or of other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have under any contract between him and the Company.

11. There shall be substituted for the second sentence of Regulation 76 of Part I the words: "Unless otherwise determined by the Company in General Meeting such remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally, except that any Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may determine."

12. Regulation 77 of Part I shall not apply to the Company. A Director shall not require any shareholding qualification but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting.

13. The proviso to Regulation 79 of Part I (limiting the power to borrow money) shall not apply to the Company.

14. Subject to such disclosure as is required by Section 199 of the Act a Director may vote as a Director in regard to any contract, matter or arrangement in which he or the Company is interested, whether or not the Director or the Company is a party to the same, and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract, matter or arrangement is under consideration; and paragraphs (2) and (4) of Regulation 84 of Part I shall not apply to the Company.

15. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted from Regulation 86 of Part I.

16. Any Director may at any time appoint any person (or more than one, jointly or severally) to be an alternate Director of the Company to represent such Director, and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director whom he represents, be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these Articles with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and, in the absence of the Director whom he represents, to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his own, if himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company and take effect when the notice effecting the same is delivered to the Registered Office of the Company or to the Secretary or is produced at a Meeting of the Directors.

17. Regulation 88 of Part I shall not (save as hereinafter repeated) apply to the Company. Subject always to any claim arising under any contract between him and the Company, the office of Director shall be vacated:-

- (A) if he resigns his office by notice in writing to the Company; or
- (B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (C) if he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (D) if he becomes of unsound mind; or
- (E) if he is otherwise duly removed from office.

No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age.

18. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 inclusive and the last sentences of Regulations 95 and 97 shall not apply to the Company.

\* 19. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

20. Any resolution in writing pursuant to Regulation 106 of Part I or Regulation 5 of Part II may consist of several documents in like form or one resolution approved in writing by those concerned. In such Regulations and this Article writing shall be deemed to include telex, telegram, cable and other methods of reproducing or communicating writing in visible form.

21. The last sentence of Regulation 98 of Part I shall not apply to the Company. Notice of every meeting of Directors shall be given to each Director of the Company or his alternate Director, including Directors and alternate Directors who may for the time being have given addresses or be resident outside the United Kingdom.

22. The words "and payment thereof shall be a sufficient discharge to the Company in respect of the dividend, interest or other monies represented thereby" shall be added to the second sentence of Regulation 121 of Part I.

23. The words "in the case of a notice of a meeting" and the words "and in any other case at the time at which the letter would be delivered in the ordinary course of post" shall be omitted from Regulation 131 of Part I. Notice of every General Meeting shall be given to every Member at his registered address, whether or not such address is within the United Kingdom and Regulations 131 and 134 of Part I shall be modified accordingly, and the words "within the United Kingdom" appearing in Regulation 133 of Part I shall be deleted. Where notice to members outside the United Kingdom is sent by post it shall be sent by pre-paid

\* Article 19 was incorporated into the Articles pursuant to a Special Resolution of the Company passed on 1st September 1994.

air mail post, and if so sent deemed, notwithstanding Regulation 131 as amended, to be effected at the expiration of seventy-two hours after the letter containing the same is posted.

Names, Addresses and Descriptions of Subscribers

MICHAEL G. LEACH,  
31 Great Peter Street,  
London SW1

Solicitor

JOHN D. PERRY,  
31 Great Peter Street,  
London SW1

Solicitor

DATED this 13th day of November, 1975.

WITNESS to the above Signatures:-

MOYA K. WOOLVEN,  
31 Great Peter Street,  
London SW1

Secretary