

193606

mm002556141-15

merger

Filed 5-18-78

11 pgs.

A M E N D M E N T

Word Processing: May 18, 1978

By: bk

Updating:

By:

A notification letter was mailed to: JEAN H. WILLIS, SECRETARY
BURGER KING CORPORATION
P.O. BOX 520783
MIAMI FL 33152 Addressed to: Ms. Willis

Articles of Merger of BURGER KING CORPORATION were filed:

Filing Date: May 18, 1978

Remittance totaling: \$45.00

Charter Number : 193606

Action Taken: Agreement of merger between SIXTH KENDALL PROPERTIES,
INC. (391612) and BURGER KING CORPORATION (193606), the
surviving corporation.

Enclosure(s)

193606

MAY 5 9 31 AM '78

merger

FILED

MAY 18 1 01 PM '78

U.S. DEPT. OF JUSTICE

May 3, 1978

12 5-78 78 114600 ** *15.0
5 78 78 114600 **** *30.0

Secretary of State of Florida
The Capitol
Tallahassee, Florida 32304

Attention: Corporations Division

Re: MERGER: Sixth Kendall Properties, Inc. (Fla.)
into Burger King Corporation (Fla.)

Gentlemen:

Enclosed are two originally executed copies of an Agreement and Plan of Merger in which Sixth Kendall Properties, Inc. a Florida corporation which is a wholly-owned subsidiary of Burger King Corporation merges into Burger King Corporation, a Florida corporation, with Burger King Corporation as the surviving corporation.

Also enclosed is Burger King Corporation's check in the amount of \$45.00 to cover the cost of the merger and the cost of a Certified Copy of the merger.

Please forward the notice of filing and the Certified Copy to the post office box number shown below, to my attention.

Very truly yours,

BURGER KING CORPORATION

Jean H. Willis

Jean H. Willis
Secretary

JW:em
Enclosures (3)

EFFECTIVE DATE
5-31-78

PRIVILEGE TAX	
C. TAX	
FILING	30
C. COPY	15
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	45
BALANCE DUE	

[Signature]



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

FILED

MAY 18 1 01 PM '78

BRUCE A. SMATHERS
SECRETARY OF STATE

May 11, 1978
F. R. RITTER, DIRECTOR
DIVISION OF CORPORATIONS

DAVID C. MAGNAMARA
ASSISTANT SECRETARY OF STATE

Telephone: 904/488-2675

Ms. Joan H. Willis
Post Office Box 520783
Biscayne Facility
Miami, Florida 33152

SUBJECT: MERGER: SIXTH KENDALL PROPERTIES, INC., INTO
BURGER KING CORPORATION

RETURNED X , PENDING , CHECK ACKNOWLEDGED \$45

1. Name is not available.
2. Balance Due:
3. X The president or vice president must sign and their signature must be acknowledged (notarized). Sixth Kendall Properties, Inc., must comply with this.
4. X The secretary or assistant secretary must sign. Sixth Kendall Properties, Inc., must comply with this.
5. A list of officers and directors with addresses must be included.
6. Notary public's acknowledgment is incomplete.
7. X The date of adoption by the shareholders must be included. This must be for Burger King Corporation.
8. The effective date cannot be prior to the date filed in this office unless it clearly states "for accounting purposes only."
9. The attached corporation report must be completed and returned.
10. The document must include a statement that all debts, obligations and liabilities of the corporation have been paid or discharged.
11. The document must include a statement that all remaining property and assets of the corporation have been distributed among its shareholders or that no property remained for distribution.
12. The document must include a statement that there are no actions pending against the corporation in any court.
13. A copy of the written consent of all shareholders must be submitted together with a statement that all shareholders have signed the consent to dissolve.
14. The above corporation has been dissolved for failing to file annual reports.
15. If you wish to voluntarily dissolve the corporation, you must reinstate and then file your dissolution. Please contact us if you wish to do this.
16. X The Secretary of State of Florida cannot be the registered agent.

5/15/78

Item 7: I spoke to someone in the Merger office, and was told that because the "Subsidiary Corporation" is a wholly-owned corporation, as noted in the Agreement and in Art. III Section 2 of the Merger, §607.227 of the Corporations Act would apply, and no approval would be necessary by the stockholders of either corporation. This is the section that was followed in the preparation of this Merger. I hope this is now satisfactory.

J. H. Willis, Secretary
Burger King Corporation

CHA:CM
2/21/77

RECEIVED
MAY 17 7 37 AM '78
DEPARTMENT OF STATE
TALLAHASSEE, FLA.

A-1152

AGREEMENT AND PLAN OF MERGER

May 19 1978
This Agreement and Plan of Merger made this April 10, 1978, by and between BURGER KING CORPORATION, a Florida corporation, herein after sometimes referred to as "BKC" or "SURVIVING CORPORATION", and SIXTH KENDALL PROPERTIES, INC., a Florida corporation, herein after sometimes referred to as "SIXTH KENDALL" or "SUBSIDIARY CORPORATION".

The authorized and outstanding capital stock of the Surviving Corporation and Subsidiary Corporation is as follows:

Corporation	Class	Par Value	Shares Authorized	Shares Outstanding
BKC	Common	\$1.00	3,000,000	1,057,548
SIXTH KENDALL	Common	\$1.00	500	500

All of the outstanding shares of capital stock of the Subsidiary Corporation are owned by BKC, the Surviving Corporation.

The Board of Directors of the Surviving Corporation deem it desirable and in the best interests of the corporation and its stockholder that the Subsidiary Corporation be merged into BKC with BKC being the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises, mutual covenants and other provisions and agreements contained herein, it is hereby agreed by and between the parties, and in accordance with the corporation laws of the State of Florida (Chapter 607, Florida General Corporation Act) that the Subsidiary Corporation be and the same is hereby merged into BKC, and BKC shall be the Surviving Corporation, and the undersigned do hereby agree and prescribe that the laws which govern BKC shall be the laws of the State of Florida.

ARTICLE I

Name

The name of the Surviving Corporation is and shall be "BURGER KING CORPORATION," which corporation shall be governed by the laws of the State of Florida.

ARTICLE II

Certificate of Incorporation, By-Laws, Directors and Officers

The Certificate of Incorporation and By-Laws of BKC in effect at the time the merger becomes effective shall continue as the Certificate of Incorporation and By-Laws of the Surviving Corporation. The Directors and Officers of BKC on the effective date of the merger shall continue to be the Directors and Officers of the Surviving Corporation. No amendments or changes will be effected in the Certificate of Incorporation of BKC.

ARTICLE III

Exchange of Stock

The manner of converting the capital stock of the Subsidiary Corporation into capital stock of the Surviving Corporation, BKC, shall be as follows:

1. BKC: None of the shares of the One dollar (\$1.00) par value Common Stock of BKC issued and outstanding at the effective date of the merger shall be converted as a result of this merger, but all such shares shall remain outstanding and issued shares of Common Stock of the Surviving Corporation.
2. Subsidiary Corporation: As all of the issued and outstanding shares of capital stock of the Subsidiary Corporation are owned by BKC, no shares of the Surviving Corporation shall be issued in exchange for such shares and such shares shall be cancelled upon the effective date of the merger.

ARTICLE IV

Effective Date

The merger shall become effective as of 11:00 P.M., May 31, 1978.

ARTICLE V

Effect of the Merger

Upon the effective date of the merger, the Subsidiary Corporation shall cease to exist separately and shall be merged with and into BKC, with BKC being the Surviving Corporation.

The Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises, whether or not by their terms assignable, both of public and private nature, and be subject to all the restrictions, disabilities and duties of the Subsidiary Corporation, and all property, real, personal and mixed and all debts due to the Subsidiary Corporation, on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to the Subsidiary Corporation, shall be vested in the Surviving Corporation and all property, rights, privileges, immunities, powers and franchises and all and every other interest of the Subsidiary Corporation shall hereafter be as effectually the property of the Surviving Corporation as they were of the Subsidiary Corporation. The title to any and all real estate vested by deed or otherwise in the Subsidiary Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of said Subsidiary Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the merger, and the respective Subsidiary Corporation may be deemed to continue in existence in order to

preserve the same, and all debts, liabilities, obligations and duties of the Subsidiary Corporation shall forthwith attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation, it being expressly provided that the merger of the Subsidiary Corporation shall not in any manner impair the rights of any creditor or creditors of said Subsidiary Corporation.

If, at any time, the Surviving Corporation shall deem or be advised that any assignment, transfer, deed or other assurance in law are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property or rights of the Subsidiary Corporation, the proper officers and directors of such Subsidiary Corporation shall execute such documents and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and the officers and directors of the Surviving Corporation are hereby fully authorized in the name of the Subsidiary Corporation or otherwise to take any and all such action.

ARTICLE VI

Expenses of Merger

The Surviving Corporation shall pay all expenses of merger.

ARTICLE VII

Service of Process, Etc.

The Surviving Corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of any corporation organized under the laws of such state which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting stockholder of any such corporation organized under the laws of the State of Florida against the Surviving Corporation.

Zane Lashner, Esq., Resident Agent of BURGER KING CORPORATION, the surviving corporation, is hereby appointed as the Resident Agent to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is: Zane Lashner, Esq., Burger King Corporation, P. O. Box 520783, General Mail Facility, Miami, Florida, 33152.

ARTICLE VIII

Rights of Dissenting Stockholders

In accordance with §247 of Chapter 607 of the Florida General Corporation Act, a copy of this Plan and Agreement of Merger shall be presented to the stockholders of the Subsidiary Corporation, and such stockholders may, within 15 days of such presentation, make written demand on the Surviving Corporation for payment of the

fair value of such stockholder's shares, and the Surviving Corporation will promptly pay such amounts, if any, to which they shall be entitled under the provisions of said Chapter 607.

ARTICLE IX

Miscellaneous Provisions

A. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Agreement.

B. The following individuals, who are the present directors and major officers of BKC, the Surviving Corporation, are:

Directors

<u>Name</u>	<u>Address</u>
Philip D. Aines	608 2nd Ave. So., Minneapolis, MN.
Norman Brinker	12890 Hillcrest Rd., Dallas, TX.
Gordon M. Donhowe	608 2nd Ave. So., Minneapolis, MN.
James W. McLamore	7100 North Kendall Drive, Miami, FL.
Arthur A. Rosewall (Chm.)	7360 North Kendall Dr., Miami, FL.
Walter D. Scott	608 2nd Ave. So., Minneapolis, MN.
Donald N. Smith	7360 North Kendall Dr., Miami, FL.
William H. Spoor	608 2nd Ave., So., Minneapolis, MN.
Winston R. Wallin	608 2nd Ave. So., Minneapolis, MN.

Officers

<u>Name</u>	<u>Office</u>	<u>Address</u>
Donald N. Smith	President	7360 N. Kendall Dr., Miami, FL.
D.R. Christopherson	Vice Pres.	7360 N. Kendall Dr., Miami, FL.
Zane Lashner	Vice Pres.	7360 N. Kendall Dr., Miami, FL.
T. F. Crumney	Treasurer	7360 N. Kendall Dr., Miami, FL.
J. H. Willis	Secretary	7360 N. Kendall Dr., Miami, FL.

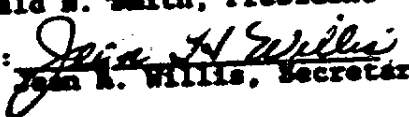
c. Principal Office: The location of the principal and registered office of the Surviving Corporation in the State of Florida, the state of its incorporation, is 7360 North Kendall Drive, P.O. Box 520783, General Mail Facility, Miami, FL. 33152..

IN WITNESS WHEREOF, the Surviving Corporation, pursuant to the approval and authority duly given by resolution adopted by unanimous vote of the Board of Directors of such corporation, have caused these presents to be executed as required by the corporation laws of the State of Florida.

BURGER KING CORPORATION

By: 
Donald N. Smith, President

(Corporate Seal)

Attest: 
J. H. Willis, Secretary

SIXTH KENDALL PROPERTIES, INC.

By:

Donald M. Smith
Donald M. Smith, President

Attest:

Jean H. Willis
Jean H. Willis, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DADE

ss.

BEFORE ME personally appeared DONALD M. SMITH and JEAN H. WILLIS, to me well known, and known to me to be the individuals described in and who executed the foregoing Agreement and Plan of Merger as President and Secretary of SIXTH KENDALL PROPERTIES, INC., a Florida corporation, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said corporation and that it was affixed to said Agreement by due and regular corporate authority, that said Agreement is the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 15th day of May,
A. D. 1978.

Shirley S. Clapton
Notary Public

My Commission Expires:

(Seal)

Notary Public, State of Florida at large
My Commission Expires Feb. 21, 1979
Bonded by American Fire & Casualty Co.

STATE OF FLORIDA

COUNTY OF DADE

SS.

BEFORE ME personally appeared DONALD N. SMITH and JEAN H. WILLIS, to me well known, and known to me to be the individuals described in and who executed the foregoing Agreement and Plan of Merger, as President and Secretary of BURGER KING CORPORATION, a Florida corporation, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said corporation and that it was affixed to said Agreement by due and regular corporate authority, that said Agreement is the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 26th day of April,
A.D. 1978.

Theresa E. Clafson
Notary Public

My Commission Expires: _____

(Seal)

Notary Public, State of Florida at Large
My Commission Expires Feb. 21, 1979
Bonded by American Fire & Casualty Co.

CERTIFICATE

I, Jean H. Willis, Secretary of Burger King Corporation, a Florida corporation, do hereby certify that the Agreement and Plan of Merger to which this certificate is attached was duly submitted to the sole Stockholder of Sixth Kendall Properties, Inc., a Florida corporation (Subsidiary Corporation) on the 15th day of March, 1978.

I further certify that this Agreement and Plan of Merger was submitted to the Board of Directors of Burger King Corporation, the Surviving Corporation, on the 30th day of March, 1978, at which meeting the Merger was approved unanimously and the officers of the corporation were directed and authorized to take such action and execute such documents as necessary to implement and complete the Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and caused the seal of said corporation to be hereunto affixed this 10th day of April, A.D. 1978.


Jean H. Willis, Secretary
BURGER KING CORPORATION
a Florida corporation

(SEAL)