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Merger

Filed 8-30-71

15 pgs.

A-93606 - Q

BURGER KING CORPORATION

Agreement of Merger merging
BURGER KING OF ST. LOUIS,
INC., a Missouri corp. (not
qual in Fla.) & BURGER KING OF
GRANITE CITY, INC., an Ill.
corp., not qual in Fla.), into
above corp., under the Laws of
the State of Fla.

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA
by jm on August 30, 1971

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW

TENTH FLOOR FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-3021

CABLE ADDRESS "SHUTTSBO"

August 27, 1971

HARRY N. BOUREAU
THOMAS H. ANDERSON
WILLIAM P. SIMMONS, JR.
RICHARD W. WHITE
WILLARD R. BROWN
JOHN S. CHOWNING
PRESTON L. PREVATI
SENECA B. ANDERSON
JAMES F. DURHAM, II
THOMAS L. WOLFE
THOMAS C. BRITTON
CHRISTOPHER C. LARIMORE
ROBERT E. GUNN
JOHN B. WHITE
ANTONIO MARTINEZ, JR.
RICHARD M. LESLIE
PHILLIP G. NEWCOMB
KARL V. HART
ROBERT C. SOMMERVILLE
STEPHEN L. PERRONE
BOWMAN BROWN
ROBERT A. JARVIS, JR.
EDWARD J. WALDRON
WILLIAM J. KENDRICK
JOHN P. McNUTT
B. MACKAY BROWN
HENRY H. FOX

FRANK E. SHUTTS
(1870-1947)
CRATE D. BOWEN
(1871-1958)
J. P. SIMMONS
(1881-1961)
P. G. PREVATI
(1891-1968)

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Richard (Dick) Stone
Secretary of State
The Capitol
Tallahassee, Florida 32304

Attention: Corporate Division

Re: Merger between Burger King Corporation
(Florida), Burger King of St. Louis, Inc.
(Missouri) and Burger King of Granite City, Inc.
(Illinois)

Dear Sir:

Enclosed is an original and one copy of an agreement of merger between the above corporations. We would appreciate your filing the original, certifying the copy and returning it to the undersigned.

Our firm check in the amount of \$25.00 is enclosed to cover the filing fee of \$15.00 and certification of \$10.00.

If there are any problems in regard to filing these documents, please call the undersigned.

Sincerely,

Stephen L. Perrone
Stephen L. Perrone

SLP:jh
Enclosures

cc: Maurice L. Strong, Jr., Esq.
Assistant General Counsel
Burger King Corporation

PRIVILEGE TAX	
FILING	15.00
C. COPY	10.00
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	25.00
BALANCE DUE	
REFUND	

MS:JW
11/2/70

AGREEMENT OF MERGER

"THIS AGREEMENT made this 4th day of November 1970, by and between BURGER KING CORPORATION (BURGER KING), a Florida corporation and BURGER KING OF ST. LOUIS, INC. (ST. LOUIS), a Missouri corporation and BURGER KING OF GRANITE CITY, INC. (GRANITE CITY) an Illinois corporation. All of the above corporations, including BURGER KING, shall sometimes be referred to as "CONSTITUENT CORPORATIONS."

BURGER KING is a corporation organized and existing under the laws of the State of Florida, having been incorporated on June 2, 1955 as South Florida Restaurants, Inc., with this name subsequently being changed to Florida Restaurants, Inc. on June 27, 1956, by amendment to its corporate charter, and its name being further changed to BURGER KING CORPORATION on May 31, 1963, by amendment to its corporate charter. BURGER KING has authorized capital stock of 1,000,000 shares of Class "A" common stock with a par value of One Dollar (\$1.00) per share and 500,000 shares of Class "B" common stock with a par value of One Dollar (\$1.00) per share of which 260,934 shares of Class "A" common stock and 500,000 shares of Class "B" common stock are issued and outstanding.

ST. LOUIS is a corporation organized and existing under the laws of the state of Missouri, having been incorporated on the 5th day of February, 1965. ST. LOUIS has authorized capital stock of 100,000 shares with a par value of One Dollar (\$1.00) per share, of which 42,000 shares are issued and outstanding.

GRANITE CITY is a corporation organized and existing under the laws of the state of Illinois, having been incorporated on the 12th day of May, 1970. GRANITE CITY has capital stock authorized of 100,000

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TALLAHASSEE, FLORIDA

Shares of common stock with a par value of One Dollar (\$1.00) per share, of which 4,000 shares are issued and outstanding.

The Boards of Directors of the CONSTITUENT CORPORATIONS deem it desirable and in the best interests of the corporations and their stockholders that ST. LOUIS and GRANITE CITY be merged into BURGER KING.

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 States of Florida, Missouri and Illinois, all of which permit the merger of a domestic corporation into a foreign corporation, and Florida, which permits the merger of foreign corporations with a domestic corporation, that ST. LOUIS and GRANITE CITY be and the same are hereby merged into BURGER KING, which is one of the CONSTITUENT CORPORATIONS, and it shall be the SURVIVING CORPORATION, and the undersigned do hereby agree and prescribe that the laws which shall govern BURGER KING shall be the laws of the State of Florida.

The parties agree to the following terms and conditions of said merger and the mode of carrying the same into effect:

ARTICLE I

Name

The name of the SURVIVING CORPORATION is and shall be "BURGER KING CORPORATION" (hereinafter sometimes referred to as SURVIVING CORPORATION).

ARTICLE II

Exchange of Stock

The manner of converting the capital stock of ST. LOUIS and GRANITE CITY into the capital stock of the SURVIVING CORPORATION, BURGER KING, shall be as follows:

1. BURGER KING: None of the shares of the One Dollar (\$1.00) par value Class "A" and Class "B" common stock of BURGER KING issued and outstanding at the effective date of this agreement 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. ST. LOUIS and GRANITE CITY: As all of the issued and outstanding stock of ST. LOUIS and GRANITE CITY is owned wholly by BURGER KING, no stock of the SURVIVING CORPORATION shall be issued in exchange for such shares.

ARTICLE III

Effect of the Merger

Upon the consummation of the act of merger as provided for herein, ST. LOUIS and GRANITE CITY shall cease to exist separately and shall be merged with and into BURGER KING, as of July 31, 1971 for accounting purposes only.

The SURVIVING CORPORATION shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all restrictions, disabilities and duties of each of the CONSTITUENT CORPORATIONS, and all property, real, personal and mixed and all debts due to each of the CONSTITUENT CORPORATIONS on whatever accounts, for stock subscriptions as well as for all other things in

action or belonging to each CONSTITUENT CORPORATION, shall be vested in the SURVIVING CORPORATION and all property, rights, privileges, immunities, powers and franchises and all and every other interest of each CONSTITUENT CORPORATION shall hereafter be as effectually the property of the SURVIVING CORPORATION as they were of the several and respective CONSTITUENT CORPORATIONS. The title to any and all real estate vested by deed or otherwise in any of the said CONSTITUENT CORPORATIONS shall not revert to or be in any way impaired by reason of this merger; provided that all rights of creditors and all liens upon the property of any and all of said CONSTITUENT CORPORATIONS shall be preserved unimpaired, and the respective CONSTITUENT CORPORATION may be deemed to continue in existence in order to preserve the same, and all debts, liabilities, obligations, and duties of each CONSTITUENT 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 merger of the CONSTITUENT CORPORATIONS shall not in any manner impair the rights of any creditor or creditors of any of said CONSTITUENT CORPORATIONS.

If, at any time, the SURVIVING CORPORATION shall deem or be advised that any further assignments, assurances in law, or other things are necessary or desirable to vest in the SURVIVING CORPORATION the title to any property or rights of the CONSTITUENT CORPORATIONS, the proper officers and directors of such CONSTITUENT CORPORATIONS shall and will execute all proper assignments or other papers reasonably required and to do all necessary things or proper to vest title in such property or rights in the SURVIVING CORPORATION and otherwise carry out the intent and purposes of this Agreement.

ARTICLE IV

Expenses of Merger

The SURVIVING CORPORATION shall pay all expenses of this merger.

ARTICLE V

Shares Entitled to Vote

As to each corporation, the number of shares outstanding and the number of shares entitled to vote are:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Total Number of Shares Entitled to Vote</u>
Burger King		
Class "A" Common	260,934	260,934
Class "B" Common	500,000	500,000
Granite City	4,000	4,000
St. Louis	42,000	42,000

ARTICLE VI

Vote of Shares

As to each corporation, the number of shares voted for and against the plan, respectively, are:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Burger King		
Class "A" Common	260,934	None
Class "B" Common	500,000	None
Granite City	4,000	None
St. Louis	42,000	None

ARTICLE VII

Service of Process, etc.

The SURVIVING CORPORATION may be served with process in the States of Illinois and Missouri, respectively, in any proceeding for the en-

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 enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of such state against the SURVIVING CORPORATION.

The Secretary of State of the States of Illinois and Missouri, respectively, shall be and hereby is irrevocably appointed as the agent of the SURVIVING CORPORATION 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: Burger King Corporation, P. O. Box 338, Kendall Branch, 7360 North Kendall Drive, Miami, Florida 33156.

The SURVIVING CORPORATION will promptly pay to the dissenting shareholders of any corporation organized under the laws of the States of Illinois and Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the "Corporation Acts" of the respective states with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the CONSTITUENT CORPORATIONS, pursuant to the approval and authority duly given by resolution adopted by the respective Boards of Directors, have caused these presents to be executed as required by the corporate laws of the respective states of incorporation.

BURGER KING CORPORATION
A Florida Corporation

By: Arthur J. Russell
President

ATTEST:

William S. Henry
Secretary

DIRECTORS OF BURGER KING CORPORATION

Paul S. Gerot
PAUL S. GEROT, Director

Harvey C. Fruehauf, Jr.
HARVEY C. FRUEHAUF, Jr., Director

Terrance Hanold
TERRANCE HANOLD, Director

Thomas H. Wakefield
THOMAS H. WAKEFIELD, Director

James W. McLamore
JAMES W. McLAMORE, Director

Arthur A. Rosewall
ARTHUR A. ROSEWALL, Director

BURGER KING OF ST. LOUIS, INC.
a Missouri Corporation

By: Clause J. Miller
President
Clause J. Miller

ATTEST:

Joanne Miller
Asst. Secretary, Joanne Miller

DIRECTORS OF BURGER KING OF ST. LOUIS, INC.

Clause J. Miller
Clause J. Miller, Director

James W. McLamore
James W. McLamore, Director

Arthur A. Rosewall
Arthur A. Rosewall, Director

BURGER KING OF GRANITE CITY, INC.
an Illinois Corporation

By: Clause J. Miller
President, Clause J. Miller

ATTEST:

Joanne Miller
Secretary, Joanne Miller

DIRECTORS OF BURGER KING OF GRANITE CITY, INC.

Clause J. Miller
Clause J. Miller, Director

James W. McLamore
James W. McLamore, Director

Joanne Miller
Joanne Miller, Director

STATE OF Florida
COUNTY OF Halle

BEFORE ME, the undersigned authority, personally appeared Walter H. Rosewater and Maurice L. Strong, Jr. to me well known and known to me to be the individuals described in and who executed the foregoing instrument as President and Secretary of Burger King Corporation, a Florida corporation, and severally acknowledged to and before me that they executed such instrument as such President and Secretary respectively of said corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

19 71 WITNESS my hand and official seal this 12th day of November.

(SEAL)

John H. Wallis
Notary Public
My commission expires: Jan. 7, 1974

STATE OF Missouri
COUNTY OF St. Louis

BEFORE ME, the undersigned authority, personally appeared Charles J. Miller and Joanne Miller to me well known and known to me to be the individuals described in and who executed the foregoing instrument as President and Assistant Secretary of Burger King of St. Louis, Inc., a Missouri corporation, and severally acknowledged to and before me that they executed such instrument as such President and Assistant Secretary respectively of said corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation, and that the statements therein contained are true.

19 71 WITNESS my hand and official seal this 25th day of January.

(SEAL)

Patience Dayton
Notary Public
My commission expires: 4-17-73

STATE OF Missouri
COUNTY OF St. Louis

BEFORE ME, the undersigned authority, personally appeared CLAUDE J. MILLER and JOANNE MILLER to me well known and known to me to be the individuals described in and who executed the foregoing instrument as President and Secretary of Burger King of Granite City, Inc., an Illinois corporation, and severally acknowledged to and before me that they executed such instrument as such President and Secretary respectively of said corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

19 71 WITNESS my hand and official seal this 9th day of March.

(SEAL)

Patience Dayton
Notary Public
My commission expires: 4-17-73

STATE OF MINNESOTA) SS
COUNTY OF HENNEPIN)

On this 4th day of November, 1970, before me personally appeared Paul S. Gerot, Terrance Hanold, James W. McLamore, Harvey C. Fruehauf, Jr., Thomas H. Wakefield and Arthur A. Rosewall, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

W. H. C. Reeves
Notary Public

(SEAL)

MARIAN D. REEVES
Notary Public, Hennepin County, Minn.
My Commission Expires Sept. 18, 1975.

STATE OF Missouri
COUNTY OF St. Louis

BEFORE ME, personally appeared CLAUDE J. MILLER, as a Director of Burger King of St. Louis, Inc., a Missouri corporation, to me well known and known to be the person described in and who executed the foregoing Agreement of Merger and acknowledged to and before me that he executed said Agreement for purposes therein expressed.

WITNESS my hand and official seal this 9th day of March, 19 71.

(SEAL)

Barbara Dayton
Notary Public
My Commission expires:
Sept. 17, 1973

STATE OF Illinois
COUNTY OF St. Louis

BEFORE ME, personally appeared CLAUDE J. MILLER and JOANNE MILLER, as Directors of Burger King of Granite City, Inc., an Illinois corporation, to me well known and known to be the persons described in and who executed the foregoing Agreement of Merger and acknowledged to and before me that they executed said Agreement for purposes therein expressed.

WITNESS my hand and official seal this 9th day of March, 19 71.

(SEAL)

Barbara Dayton
Notary Public
My Commission expires:
Sept. 17, 1973

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, personally appeared JAMES W. McLAMORE and ARTHUR A. ROSEWALL, as Directors of Burger King of St. Louis, Inc., a Missouri corporation, to me well known and known to be the persons described in and who executed the foregoing Agreement of Merger and acknowledged to and before me that they executed said Agreement for purposes therein expressed.

WITNESS my hand and official seal this 23rd day of February, 1977.

(SEAL)

Jean L. Sullivan
Notary Public
My Commission expires:

Jan. 7, 1974

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, personally appeared JAMES W. McLAMORE as a Director of Burger King of Granite City, Inc., an Illinois corporation, to me well known and known to be the person described in and who executed the foregoing Agreement of Merger and acknowledged to and before me that he executed said Agreement for purposes therein expressed.

WITNESS my hand and official seal this 23rd day of February, 1977.

(SEAL)

Jean L. Sullivan
Notary Public
My Commission expires:

Jan. 7, 1974

FLORIDA CERTIFICATION

I, MAURICE L. STRONG, JR., Secretary of BURGER KING CORPORATION, a Florida corporation, do hereby certify that the attached Agreement of Merger is a true and exact copy of the Agreement of Merger which was unanimously approved and adopted at a duly called special meeting of the Board of Directors of said corporation held on the 4th day of November, 1970, at which meeting all of the Directors were present and voting throughout.

I FURTHER CERTIFY that at a duly called Special Stockholders meeting of BURGER KING CORPORATION, a Florida corporation, held on the 4th day of November, 1970, the attached Agreement of Merger was approved by the duly authorized representatives of the sole stockholder of said corporation, who were present and voting throughout, and that all of the outstanding shares of the corporation were voted in favor of approval of the said Agreement of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed, this 12th day of August, 1971.

BURGER KING CORPORATION,
a Florida corporation

(Corporate Seal)

By Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary