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Merger

Filed 6-30-75

11 pgs.

June 24, 1975

Secretary of State's Office
Corporation Division
Capitol Building
Tallahassee, Florida 32304

Re: BURGER KING CORPORATION

Gentlemen:

Enclosed are three originally executed copies of a merger agreement in which Buccaneer Distributors, Inc. and Burger-King of Tampa, Inc., both Florida corporations, are merged into Burger King Corporation, a Florida corporation, with Burger King Corporation as the surviving corporation.

Also enclosed are Burger King Corporation checks totaling \$65.00; \$15.00 filing fee and \$50.00 for five Certified Copies of the merger agreement.

If you have any questions please call me collect at 305 274 7243 rather than returning the documents. As you will note there has been some delay in making this filing and we are anxious to expedite its completion.

Very truly yours,

BURGER KING CORPORATION

(Mrs) Jean H. Willis
Corporate Secretary

JW:em
Encs.

FILING SLIP	
FILE NO.	15
FILE NO.	50
FILE NO.	
FILE NO.	
FILE NO.	
FILE NO.	65
FILE NO.	
FILE NO.	
FILE NO.	



Bruce A. Smathers
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

Telephone Number
904/488-2675

Berger King Corporation
7360 North Kendall Dr.
Miami, FL 33152

Charter Number:
A-93606
July 3, 1975

ATT: JEAN H. WILLIS
CORPORATE SECRETARY

Subject: MERGE BUCCANEER DISTRIBUTORS, INC. & BURGER-KING OF TAMPA, INC., INTO & UNDER THE NAME OF BURGER KING CORPORATION

This will acknowledge receipt of the following documents for the above captioned corporation:

- ☒ 1. Check in the amount of \$ 65.
- ☐ 2. Articles of Incorporation
- ☐ 3. Amendment to Articles of Incorporation
- ☒ 4. Articles of Merger or Consolidation
- ☐ 5. Certificate of Withdrawal received and filed
- ☐ 6. Limited Partnership
- ☐ 7. Trademark Application

ENCLOSED:

- ☒ 1. Certified Copy(ies) FIVE
- ☐ 2. Certificate(s) under Seal
- ☐ 3. Photocopy(ies)
- ☐ 4. Other

Filed: G-30-75

Sincerely,

Mary Rushing, Supervisor
Charter Section

MR/dg

Enclosed

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger made this 15th day of May, 1975, by and between BURGER KING CORPORATION, a Florida Corporation, hereinafter referred to as "BKC" or "SURVIVING CORPORATION", and BUCCANEER DISTRIBUTORS, INC., a Florida corporation, and BURGER-KING OF TAMPA, INC., a Florida corporation, collectively referred to hereinafter as "CONSTITUENT CORPORATIONS".

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

<u>Corporation</u>	<u>Class</u>	<u>Par Value</u>	<u>Shares Authorized</u>	<u>Shares Outstanding</u>
Burger King Corporation	common	\$1.00	3,000,000	548
Buccaneer Distributors, Inc.	common	\$100.00	50	50
Burger-King of Tampa, Inc.	common	-0-	200	200

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CLERK OF STATE
TAMPA, FLORIDA

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

The Boards of Directors of the Constituent Corporations and BKC deem it desirable and in the best interests of the corporations and their stockholders that the Constituent Corporations 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, that the Constituent Corporations be and the same are 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.

The parties further 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", 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

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, 1976.

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

that merger of the Constituent Corporations shall not in any manner impair the rights of any creditor or creditors of said Constituent Corporations.

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 Constituent Corporations, the proper officers and directors of such Constituent Corporations 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 Constituent Corporations 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.

The Secretary of State of the State of Florida 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 520783, Biscayne Facility, Miami, Florida 33152.

The Surviving Corporation will promptly pay to the dissenting stockholders of the Constituent Corporations which are parties of the merger the amount, if any, to which they shall be entitled under the provisions of "Title XXXIV, Corporations and Business Trusts, Chapter 608", of the State of Florida with respect to the rights of dissenting stockholders.

ARTICLE VIII

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

Name

Address

James W. McLamore

7360 North Kendall Drive
Miami, Florida 33156

Name	Address
Arthur A. Rosewall	7360 North Kendall Drive Miami, Florida 33156
Terrance Hanold	608 Second Avenue South Minneapolis, Minnesota 55402
Gordon M. Donhowe	608 Second Avenue South Minneapolis, Minnesota 55402
William H. Spoor	608 Second Avenue South Minneapolis, Minnesota 55402
Philip D. Aines	608 Second Avenue South Minneapolis, Minnesota 55402
Thomas H. Wakefield	One South East Third Avenue Miami, Florida 33131

Officers		
Name	Office	Address
Arthur A. Rosewall	President	7360 N. Kendall Drive Miami, Florida 33156
D. R. Christopherson	Group Vice Pres.	7360 N. Kendall Drive Miami, Florida 33156
J. Thomas Brown	Sr. Vice President	7360 N. Kendall Drive Miami, Florida 33156
Jean H. Willis	Secretary	7360 N. Kendall Drive Miami, Florida 33156
Thomas F. Crumney	Treasurer	7360 N. Kendall Drive Miami, Florida 33156

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, Biscayne Facility, Miami, Florida 33152.

IN WITNESS WHEREOF, the Constituent Corporations, pursuant to the approval and authority duly given by resolution adopted by their Boards of Directors and Stockholders, and the Surviving Corporation, pursuant to the approval and authority duly given by resolution adopted by a majority of the voting stock of such corporation, have caused these presents to be executed as required by the corporation laws of the State of Florida.

BURGER KING CORPORATION, a Florida corporation

By: Arthur A. Rosewall (Corporate Seal)
Arthur A. Rosewall, President

Attest: John A. Fitzsimmons
John A. Fitzsimmons, Asst. Secy.

BUCCANEER DISTRIBUTORS, INC., a Florida Corporation

By: Arthur A. Rosewall (Corporate Seal)
Arthur A. Rosewall, President

Attest: John A. Fitzsimmons
John A. Fitzsimmons, Asst. Secy.

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BURGER-KING OF TAMPA, INC., a Florida corporation

By: Arthur A. Rosewall (Corporate Seal)
Arthur A. Rosewall, President

Attest: John A. Fitzsimmons
John A. Fitzsimmons, Asst. Secy.

This Agreement and Plan of Merger was submitted to the Stockholder of the Constituent Corporations and the Surviving Corporation as provided by law, and all of the outstanding shares of the capital stock of said Constituent Corporations and the Surviving Corporation were voted in favor of approval and adoption of this Agreement and plan of Merger.

Name of Corporation and Class	Total No. of Shares Outstanding	Total No. of Shares Entitled To Vote	Total Shares Voted For	Total Shares Voted Against
Burger King Corporation Common	557,548	557,548	557,548	-0-
Buccaneer Distributors, Inc. Common	50	50	50	-0-
Burger-King of Tampa, Inc.	200	200	200	-0-

Having been executed and adopted separately by the Constituent Corporations and the Surviving Corporation, in accordance with the corporation laws of the State of Florida, the President and the Assistant Secretary of the Constituent Corporations and the Surviving Corporation do now hereby execute and attest this Agreement and Plan of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of the Constituent Corporations and the Surviving Corporation, on this 12th day of May, 1975.

I, John A. Fitzsimmons, Assistant 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 said corporation at a special meeting of said sole Stockholder held on the 12th day of May, 1975, for the purpose of considering and taking action upon said Agreement and Plan of Merger, and that the attached Agreement and Plan 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 and Plan of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and cause the seal of said corporation to be hereunto affixed this 12th day of May, 1975.

(Corporate Seal)

John A. Fitzsimmons
John A. Fitzsimmons, Assistant Secretary
of BURGER KING CORPORATION, a Florida
corporation

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BURGER KING CORPORATION, a Florida corporation

By: Arthur A. Rosewall
Arthur A. Rosewall, President

Attest: J. A. Fitzsimmons
J. A. Fitzsimmons, Asst. Secy.

(Corporate Seal)

STATE OF FLORIDA }
COUNTY OF DADE } ss:

BEFORE ME, personally appeared ARTHUR A. ROSEWALL and JOHN A. FITZSIMMONS, 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 Assistant Secretary of BURGER KING CORPORATION, a Florida corporation, and severally acknowledged to and before me that they executed such Agreement as such President and Assistant 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, 1975.

(Seal)

John M. Hillie
Notary Public

My Commission expires: 1-7-78

I, John A. Fitzsimmons, Assistant Secretary of Buccaneer Distributors, Inc., 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 said corporation at a special meeting of said sole Stockholder held on the 12th day of May, 1975, for the purpose of considering and taking action upon said Agreement and Plan of Merger, and that the attached Agreement and Plan 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 and Plan of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 15th day of May, 1975.

(Corporate Seal)

John A. Fitzsimmons
John A. Fitzsimmons, Assistant Secretary
of Buccaneer Distributors, Inc., a
Florida corporation

BUCCANEER DISTRIBUTORS, INC., a Florida corporation

By: Arthur A. Rosewall
Arthur A. Rosewall, President

Attest: J. A. Fitzsimmons
J. A. Fitzsimmons, Asst. Secy.

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STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, personally appeared ARTHUR A. ROSEWALL and JOHN A. FITZSIMMONS, 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 Assistant Secretary of Buccaneer Distributors, Inc., a Florida corporation, and severally acknowledged to and before me that they executed such Agreement as such President and Assistant 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 the statements contained therein are true.

WITNESS my hand and official seal this 15th day of July, 1975.

(Seal)

John A. Rosewall
Notary Public

My Commission expires: 1-7-78

I, John A. Fitzsimmons, Assistant Secretary of BURGER-KING OF TAMPA, INC., 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 said corporation at a special meeting of said Stockholder held on the 12th day of May, 1975, for the purpose of considering and taking action upon said Agreement and Plan of Merger, and that the attached Agreement and Plan 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 and Plan of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and cause the seal of said corporation to be hereunto affixed this 15th day of July, 1975.

(Corporate Seal)

John A. Fitzsimmons, Asst. Secretary
Burger-King of Tampa, Inc., a Florida
corporation

BURGER-KING OF TAMPA, INC.
a Florida corporation

By: Arthur A. Rosewall
Arthur A. Rosewall, President

Attest: J. A. Fitzsimmons, Asst. Secy.

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, personally appeared ARTHUR A. ROSEWALL and JOHN A. FITZSIMMONS, 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 Assistant Secretary of BURGER-KING OF TAMPA, INC., a Florida corporation, and severally acknowledged to and before me that they executed such Agreement as such President and Assistant 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 the statements contained therein are true.

WITNESS my hand and official seal this 14th day of July, 1975.

(Seal)

John H. Willis
Notary Public

My Commission expires: 1-7-78