

Merger Filed Wals

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DAMUEL LANG
DONALD R. MINITED
DANDO B. CELLINI
D. ANDREW LANG
DAVID S. MILLERIE
FRACE VOLKER D.
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LANCE S. OSTENDORP
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DONNA BUINT REIN
JAMES C. CRIGLER, JR.
SIONE J NAMBY
MICHAEL M. HOOMAN
RICHARD R. RICHIER
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CHRISTOPHER C. JOHNSTON
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MICHAEL J. of BLAMC, JM.
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REITH W. MEDANEL
CMARLOTTE G. BORDENAVE
OFFRAND J. SOMHER
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June 14, 1989

FEDERAL EXPRESS

Florida Secretary of State Corporations Division The Capitol Tallahassee, Florida 32399-0250

> Burger King Corporation Our File No.: 0766-45-9

Dear Sir:

Enclosed for filing in your office are the Articles and Plan of Merger merging TPC-CHI, Inc. into Burger King Corporation. Please send me, via Federal Express, one certificate of merger and two certified copies of the Articles and Plan of Merger / Our Federal Express account number is 0701-1814-9.

Also enclosed is our check in the amount of \$100.00 as payment of all costs. If you have any questins, please call me.

Dsincerely,

Thank you for your cooperation.

Villan Mara

AUTHORIZATION BY PHONE TO

DOC. EXAM

Vivian B. Paralegal VBC:mg I dective Date Canno

MAILING ADDRESS: POST OFFICE BOX GOS43 NEW ORLEANS, LA, 70180-0643

643 MAGAZINE STREET NEW ORLEANS, LA. 70130-3477

> (504), 586-1200 FAX

(504) 596-28QO - TELEX ...584327 CABLE MACSTAM

LAKE PROVIDENCE, LA. OFFICE: AOS MORGAN STREET LAKE PROVIDENCE, LA. 71954 (318) 889-1200 FAX (318) 889-0809

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CERT/PHOTO COPY MERGER

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TOTAL Ç.

100.00

Mex Name Availability Document Diaminer w. Caler

Updater Verifyer

Acknowledgeme W. P. Ventyer

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NAMES OF MERGED STATE OF CHARTER NUMBER(S), CORPORATION(S) INCORPORATION IF APPLICABLE

TPC-CHI, INC. Louisiana N/A

----MERGING INTO----

NAME OF SURVIVING
CORPORATION
INCORPORATION

Florids

193606

IF DIFFERENT, THE NAME OF THE SURVIVING CORPORATION IMMEDIATELY PRIOR TO THE FILING OF THE MERGER DOCUMENTS:

Filed Date:

6/21/89

Effective Date, if applicable:

N/A

Document Examiner:

Brenda L. Tadlock

ARTICLES AND PLAN OF MERGER

These Articles and Plan of Merger are made this 31st day of May, 1989, by and between BURGER KING CORPORATION, a Florida corporation, (the "SUPVIVING CORPORATION"), and TPC-CHI, INC., and Louisiana corporation (the "SUBSIDIARY CORPORATION").

The Board of Directors of BURGER KING CORPORATION and the Subsidiary Corporation deem it desirable and in the best interests of the corporation and its stockholders that the Subsidiary Corporation be merged into BURGER KING CORPORATION with BURGER KING CORPORATION 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 BURGER KING CORPORATION, the Surviving Corporation.

ARTICLE I

Mane

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

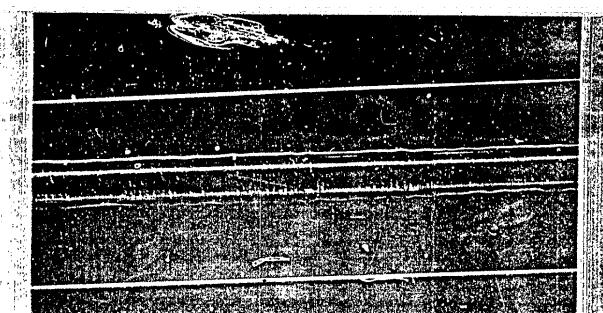
Purpose

The purpose of this merger to provide for the complete cancellation and/or redemption of all outstanding shares of TPC-CHI, INC. owned by BURGER KING CORPORATION, pursuant to the Plan of Liquidation of TPC-CHI, INC. adopted by the Board of Lirectors on and approved by the shareholders on October 24, 1985.

ARTICLE III

Certificate of Incor. ration, By-Laws Directors and Officers

The Certificate of Incorporation and By-Laws of the Surviving Corporation 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 the Surviving Corporation on the effective date of the merger shall surviving continue to be the Directors and Officers of the Surviving Corporation. No amendments or changes will be effected in the Certificate of Incorporation of BURGER KING CORPORATION.

ARTICLE IV

Exchange of Stock

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

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| Corporation | Class | Par Value | Shares Authorised | outstanding |
|-------------|--------------------|--------------------------|-------------------------|-------------|
| TPC-CHI, | Common . Preferred | No Par Value \$100.00 | 25,000,000 1,000,000 | 705 |

Subsidiary Corporation are owned by the Surviving Corporation.

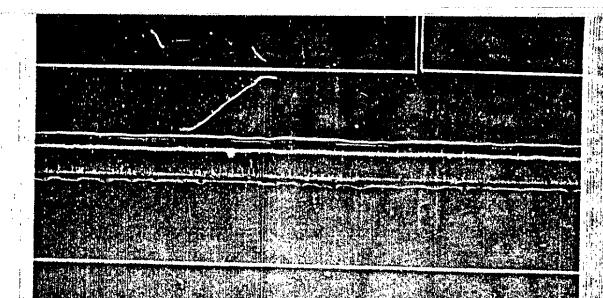
The manner and basis of converting the capital stock of the Subsidiary Corporation into capital stock of the Surviving Corporation, shall be as follows:

- 1. Surviving Corporation: None of the shares of the One Dollar (\$1.00) par value Common Stock of the Surviving Corporation 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 Cormon Stock of the Surviving Corporation.
- 2. Subsidiary Corporation: As all of the issued and outstanding shares of capits; stock of the Subsidiary Corporations are owned by the Surviving Corporation, no shares of the Surviving Corporation shall be issued in exchange for such shares and such shares shall be cancel ad upon the effective date of the merger.

ARTICLE V

Effective Date

The merger shall be effective as of May 31, 1989.



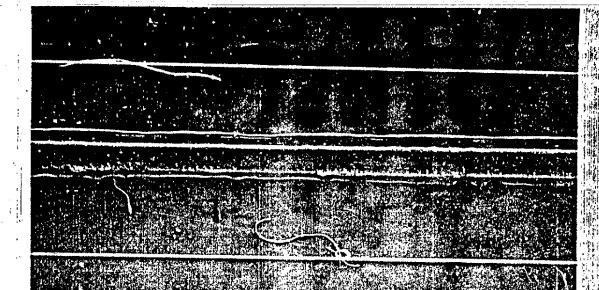
ARTICLE VI

Effect of the Merger

Upon the effective date of the merger, the Subsidiary With and into 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 on not by their terms assignable, both of public and private nature, and be subject to 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 surviving Corporation and all property, rights, privileges, of the Subsidiary Corporation, shall be vested in the immunities, powers and franchises and all and every other interest of the Subsidiary Corporation shall hereafter he as effectually the Subsidiary Corporation shall hereafter he as effectually the Subsidiary Corporation. The title to any and all real estate 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 in lien to the property affected by such liens at the effective to continue in existence in order to preserved unimpaired, limited time of the merger, and the Subsidiary Corporation may be deemed debts, liabilities, obligations and duties of the Subsidiary may be enforced against it to the same extent as if said debts, liabilities, cbligations and duties of the Subsidiary may be enforced against it to the same extent as if said debts, by the Surviving Corporation, it being expressly provided that the 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 is necessary or desirable to vest, perfect or confirm, in the 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 action.



ARTICLE VII

Expenses of Merger

The Surviving Corporation shall pay all expenses of merger.

ARTICLE VIII

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 obligation of any corporation organized under the laws of such obligation of any corporation organized under the 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: ROGER F. THOMSON, General Counsel, Burger King Corporation, 17777 Old Cutler Road, Miami, Florida 33157.

ARTICLE IX

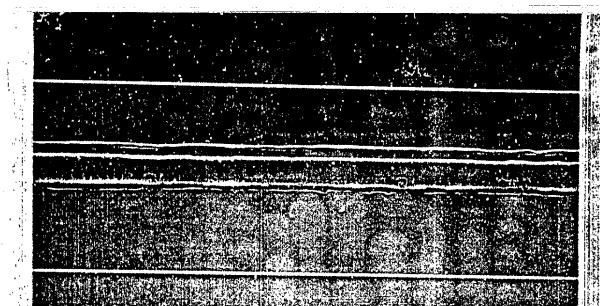
Rights of Dissenting Stockholders

In accordance with Chapter 607.221 (4) of the Florida General Corporation Act, effective January 1, 1976, no vote of the shareholder of the Corporation is required for the implementation

ARTICLE X

Waiver of Right to Receive Articles and Plan of Merger

The Surviving Corporation, as the Sole Shareholder of Subsidiary Corporation has waived its right to receive a copy of the Articles and Plan of Merger prior to their filing as provided the Articles and Plan of Merger prior in | \$607.227(3)(d) of the Florida General Corporation Act. Therefore, a copy of the Articles and Plan of Merger has not been mailed to the Shareholders of the Subsidiary Corporation.



ARTICLE II

Miscellaneous Provisions

A. These Articles 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 Articles.

B. The present directors and major officers of the Surviving Corporation, are as follows:

BOARD OF DIRECTORS

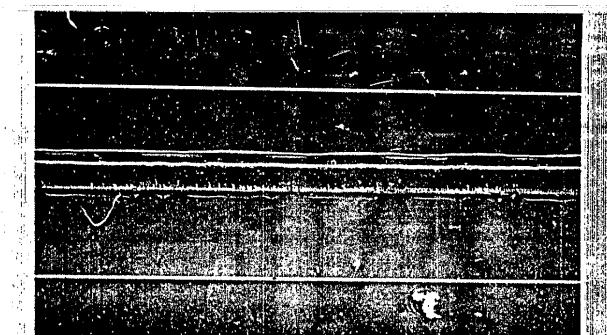
J. Howard Chandler Barry J. Glbbons Ian A. Martin (Chairman) C. Ronald Petty Robert J. Stetson Nigel Travis Paul Walsh

OFFICERS

Barry J. Gibbons Chief Executive Officer C. Ronald Petty President and Chief Operating Officer Robert J. Steison Cnief Financial Officer Thomas C. Highland President, Burger King Distribution Services C. Scott Conner C. Donald Dempsey Executive Vice President, Operations Executive Vice President, Marketing Executive Vice President, Operations David L. Geddes Kevin K. Moriarry Gary L. Langstaff Richard T. Snead Executive Vice President, Operations - United Kingdom Christopher H. Dams Joel J. Weiss Nigel Travis Senior Vice President, Systems Supply Management Senior Vice President, Transition Management Senior Vice President, Transition Management Senior Vice President, Human Resources Senior Vice President, Strategic Innovation Senior Vice President, Business Development Stephen A. Finn George E. Mileusnic Roger F. Thomson Samuel H. Yong Senior Vice President, General Counsel and Secretary Senior Vice President, Technology & Quality Assurance

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 17777 Old Cutler Road, P.O. Box 520783, General Mail Facility, Miami, FL 33152.

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'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 on May 31, 1989, has caused these presents to be executed as required by the corporation laws of the State of Florida.

BURGER KING-CORPORATION

Senior Vice President and

General Counsel

Eugene Féola Vice Président, Ass General Counsel and Assistant

Assistant Secretary

STATE OF FLORIDAY COUNTY OF DADE

BEFORE ME, personally appeared ROGER F. THOMSON and EUGENE FEOLA, to me well known, and known to me to be the individuals described in and who executed the foregoing Articles and Plan of described in and who executed the foregoing Articles and Plan or Herger, as Senior Vice President, General Counsel and Secretary; and as Vice President, Assistant General Counsel and Assistant Secretary of BURGER KING CORFORATION, a Florida corporation, and severally acknowledged to and before me that they executed such Articles and Plan of Merger as such Senior Vice President, General Counsel and General and Secretary, and as such Vice President General Counsel and Secretary; and as such Vice President, Assistant General Counsel 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 is the corporate seal or said corporation and that it was allied to said Articles and Plan of Merger by due and regular corporate authority, that said Articles and Plan of Merger are the free act and deed of said corporation, and that the statements contained

WITHESS my hand and official meal, this 31st day of May

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therein are true.

Notary Public

My Commission Expires:

BOTTON PUBLIC STATE OF

