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Merger

Filed 5-21-74

10pgs.

AGREEMENT OF MERGER MERGING
DAVHOR INDUSTRIES, INC.
(2-90101) INTO & UNDER THE
ABOVE CORPORATION

1-93606 (2)

BURGER KING CORPORATION

FILED IN OFFICE OF DEPARTMENT
OF STATE STATE OF FLORIDA
by DG. on 5-21-74

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

May 17, 1974

EFFECTIVE DATE
5-31-74

Secretary of State
State of Florida
Capitol Building
Tallahassee, Florida

MAY 20 1974 10:00

Re: MERGER of Davmor Industries, Inc.,
a Florida corporation, into Burger King
Corporation, A Florida corporation

Gentlemen:

Enclosed are three copies of Agreement and Plan of Merger,
in which Davmor Industries, Inc., a Florida corporation which
is a wholly owned subsidiary of Burger King Corporation, is
merged into Burger King Corporation, a Florida corporation.
The surviving corporation is Burger King Corporation.

The effective date of the merger is May 31, 1974.

Also enclosed is Burger King check in the amount of \$35.00
cover the \$15 filing fee and \$20 for two Certified copies of the
Merger document.

Should you have any questions please call me at 305 274 7211

Very truly yours,

BURGER KING CORPORATION

Jean H. Willis
(Mrs) Jean H. Willis, Secretary to
Raymond J. Dittrich
Vice President and General Counsel

JW
Enclosures

DEPT. OF STATE
TALLAHASSEE, FLORIDA
MAY 21 2 49 PM '74
ED

PRIVILEGE TAX	
C. TAX	
FILING	15
C. COPY	20
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	35
BALANCE DUE	
RECEIVED	

500
5-29-74

JW:

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger made this 3rd day of MAY, 1974, by and between BURGER KING CORPORATION, a Florida corporation, hereinafter sometimes referred to as "BKC" or "SURVIVING CORPORATION," and DAVMOR INDUSTRIES, INC., a Florida corporation, hereinafter sometimes referred to as "DAVMOR" or "CONSTITUENT CORPORATION."

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

<u>Corporation</u>	<u>Class</u>	<u>Par Value</u>	<u>Shares Authorized</u>	<u>Shares Outstanding</u>
BKC	Common	\$1.00	3,000,000	557,548
DAVMOR	Common	\$1.00	50,000	20,000

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

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

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 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 Constituent Corporation into capital stock of the Surviving Corporation, BKC, shall be as follows:

1. BKC: None of the shares of the one (\$1.00) dollar 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. Constituent Corporation: As all of the issued and outstanding shares of capital stock of the Constituent 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, 1974 or, with regard to the Constituent Corporation, as of the effective date as provided under the laws of the State of Florida if such date is different from May 31, 1974; but, in any case, the effective date shall be, for accounting purposes only, May 31, 1974.

ARTICLE V

Effect of the Merger

Upon the effective date of the merger, the Constituent 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 Constituent Corporation, and all property, real, personal and mixed and all debts due to the Constituent Corporation, on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to the 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 the Constituent Corporation shall hereafter be as effectually the property of the Surviving Corporation as they were of the Constituent Corporation. The title to any and all real estate vested by deed or otherwise in the Constituent 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 Constituent 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 Constituent Corporation may be

JW: 4/22/74

deemed to continue in existence in order to preserve the same, and all debts, liabilities, obligations, and duties of the 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 Corporation shall not in any manner impair the rights of any creditor or creditors of said Constituent 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 Constituent Corporation, the proper officers and directors of such Constituent 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 Constituent 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.

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 Annex, Miami, Florida 33152.

The Surviving Corporation will promptly pay to the dissenting stockholders of the Constituent Corporation which is a party 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

<u>Name</u>	<u>Address</u>
James W. McLamore	7360 North Kendall Drive Miami, Florida 33156
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	150 Southeast Second Street Miami, Florida 33131

Officers

<u>Name</u>	<u>Office</u>	<u>Address</u>
Arthur A. Rosewall	President	7360 N. Kendall Drive, Miami, Florida 33156
J. Thomas Brown	Sr. Vice Pres.	7360 North Kendall Drive Miami, Florida 33156
Raymond J. Dittich	Secretary	7360 North Kendall Drive Miami, Florida 33156
Thomas F. Crumney	Treasurer	7360 North 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 Annex, Miami, Florida, 33152

IN WITNESS WHEREOF, the Constituent Corporation, pursuant to the approval and authority duly given by resolution adopted by its Board 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
Arthur A. Rosewall, President

(Corporate Seal)

Attest Raymond J. Dittich
Raymond J. Dittich, Secretary

DAVMOR INDUSTRIES, INC., a Florida corporation

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

(Corporate Seal)

Attest: Raymond J. Dittich
Raymond J. Dittich, Secretary

This Agreement and Plan of Merger was submitted to the Stockholder of the constituent Corporation and the Surviving Corporation as provided by law, and all of the outstanding shares of the capital stock of said Constituent Corporation 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 Emitted To Vote	Total shares Voted For	Total Shares Voted Against
Burger King Corporation-Common	557,548	557,548	557,548	-0-
Davmor Industries, Inc.-Common	20,000	20,000	20,000	-0-

Having been executed and adopted separately by the Constituent Corporation and the Surviving Corporation, in accordance with the corporation laws of the State of Florida, the President and the Secretary of the Constituent Corporation 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 Corporation and the Surviving Corporation, on this 3rd day of May, 1974.

I, Raymond J. Dittich, 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 30th day of April, 1974, 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 3rd day of May, 1974.

(Corporate Seal)

Raymond J. Dittich
Raymond J. Dittich, Secretary of
BURGER KING CORPORATION,
a Florida corporation

BURGER KING CORPORATION, a Florida corporation

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

(Corporate Seal)

Attest: Raymond J. Dittich
Raymond J. Dittich, Secretary

STATE OF FLORIDA)
COUNTY OF DADE) ss

BEFORE ME, personally appeared Arthur A. Rosewall and Raymond J. Dittrich, 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 9th day of May, 1974.

(Seal)

Samuel H. Willis
Notary Public
My Commission expires: 1-7-79

I, Raymond J. Dittrich, Secretary of Davmor Industries, 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 30th day of April, 1974, 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 5th day of May, 1974.

(Corporate Seal)

Raymond J. Dittrich
Raymond J. Dittrich, Secretary of
Davmor Industries, Inc., a Florida
corporation

DAVMOR INDUSTRIES, INC., a Florida corporation

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

(Corporate Seal)

Attest: Raymond J. Dittrich
Raymond J. Dittrich, Secretary

STATE OF FLORIDA)
COUNTY OF DADE) ss

BEFORE ME, personally appeared ARTHUR A. ROSEWALL and RAYMOND J. DITTRICH, 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 DAVMOR INDUSTRIES, 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 the statements contained therein are true.

WITNESS my hand and official seal, this 27th day of May, 1974.

(Seal)

John H. Williams
Notary Public
My Commission expires: 1-7-78