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merger

Filed 5-31-72

14 pgs.

A-93606 (s)

BURGER KING CORPORATION

✓
Agreement of Merger among
BURGER KING CORPORATION,
BURGER KING PROPERTIES, INC.
(B-66721), BURGER KING OF
MIAMI, INC. (A-80009), and
BURGER KING RESTAURANTS, INC.
(B-45605) all Fla. corps.,
merging into and under the name
of BURGER KING CORPORATION
filed 5/31/72

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA.

by mp on 5/31/72

RICHARD (DICK) STONE
SECRETARY OF STATE



STATE OF FLORIDA
DEPARTMENT OF REVENUE

TALLAHASSEE
32304
May 22, 1972

J. ED STRAUGHN
EXECUTIVE DIRECTOR

The Pillsbury Company
608 Second Avenue, South
Minneapolis, Minnesota 55402

Attention: Mr. P. E. Wandmacher
Tax Accountant

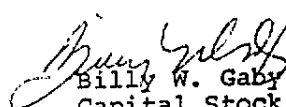
In re:	Burger King Restaurants, Inc.	B-245605
	Burger King of Miami, Inc.	A-180009
	Burger King Properties, Inc.	B-266721
	Davmor Industries, Inc.	B-290101

Gentlemen:

I am in receipt of your letter of May 12, 1972, requesting tax clearances on the captioned corporations.

According to our records, all of the corporations have paid the required Capital Stock Tax due through June 30, 1971, the Corporate Privilege Tax based on net worth for the period, July 1, 1971, through December 31, 1971, and owe no additional monies to this office.

Sincerely yours,


Billy W. Gaby, Chief
Capital Stock Tax Bureau

BWG:hw

FILED
MAY 31 11 00 AM '72
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED
MAY 31 11 00 AM '72
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, made this 15th day of May, 1972, by and between BURGER KING CORPORATION, a Florida corporation, hereinafter sometimes referred to as "BKC" or "SURVIVING CORPORATION", and BURGER KING RESTAURANTS, INC., a Florida corporation, hereinafter sometimes referred to as "BKRI" or "CONSTITUENT CORPORATION"; BURGER KING OF MIAMI, INC., a Florida corporation, hereinafter sometimes referred to as "MIAMI" or "CONSTITUENT CORPORATION"; and BURGER KING PROPERTIES, INC., a Florida corporation, hereinafter sometimes referred to as "PROPERTIES" or "CONSTITUENT CORPORATION".

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>
BKC	Class "A" Common	\$1.00	1,000,000	567,548
BKC	Class "B" Common	\$1.00	500,000	500,000
BKRI	Common	-0-	100	100
MIAMI	Common	-0-	50	50
PROPERTIES	Common	\$1.00	10,000	10,000

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 shall 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 Corporations 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, Class "A" and Class "B" 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 Corporations: As all of the issued and outstanding shares of capital stock of the Constituent Corporations 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, 1972, or, with regard to the Constituent Corporations, as of the effective date as provided under the laws of the State of Florida if such date is different from May 31, 1972.

ARTICLE V

Effect of the Merger

Upon the effective date of the merger, the Constituent Corporations 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 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 Constituent Corporations 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 any and all said Constituent Corporations 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 Corporations 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 said Constituent Corporations.

If, at any time, the Surviving Corporation shall deem or be advised that any assignment, transfer, deed or other assurances 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 338, KENDALL BRANCH, 7360 NORTH KENDALL DRIVE, MIAMI, FLORIDA 33156.

The Surviving Corporation will promptly pay to the dissenting stockholders of any 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>Addresses</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
Robert J. Keith	608 Second Avenue South Minneapolis, Minnesota 55402
Harvey C. Fruehauf, Jr.	1704 Guardian Building Detroit, Michigan 48226
Thomas H. Wakefield	150 S. E. Second Street Miami, Florida 33131

Officers

<u>Name</u>	<u>Office</u>	<u>Addresses</u>
Arthur A. Rosewall	President	7360 North Kendall Drive Miami, Florida 33156
J. Thomas Brown	Sr. Vice Pres.	7360 North Kendall Drive Miami, Florida 33156

Raymond J. Dittrich Secretary 7360 North Kendall Drive
Miami, Florida 33156

L. W. Paszat 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 P. O. Box 338, Kendall Branch, 7360 North Kendall Drive, Miami, Florida 33156.

IN WITNESS WHEREOF, the Constituent Corporations, pursuant to the approval and authority duly given by resolution adopted by their respective 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 Raymond J. Dittrich
Raymond J. Dittrich, Secretary

BURGER KING RESTAURANTS, INC., a Florida corporation

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

Attest Raymond J. Dittrich
Raymond J. Dittrich, Secretary

BURGER KING OF MIAMI, INC., a Florida corporation

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

Attest Raymond J. Dittrich
Raymond J. Dittrich, Secretary

BURGER KING PROPERTIES, INC., a Florida corporation

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

Attest Raymond J. Dittrich
Raymond J. Dittrich, Secretary

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

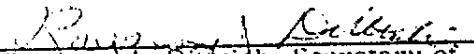
Name of Corporation and Class	Total No. of Shares Outstanding	Total No. of Shares Entitled To Vote	Total Shares Voted For	Total Shares Voted Against
BKC Class "A" Common	567,548	567,548	567,548	-0-
BKC Class "B" Common	500,000	500,000	500,000	-0-
BKRI Common	100	100	100	-0-
MIAMI Common	50	50	50	-0-
PROPERTIES Common	10,000	10,000	10,000	-0-

Having been executed and adopted separately by each Constituent Corporation and the Surviving Corporation, in accordance with the corporation laws of the State of Florida, the President and the Secretary of each 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 each Constituent Corporation and the Surviving Corporation, on this 15th day of May, 1972.

I, Raymond J. Dittrich, 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, 1972, 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, 1972.

(Corporate Seal)


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

4-28-72

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. Dittich, 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 15th day of May, 1972.

(Seal)

Polly A. Wacht
Notary Public
My Commission Expires OCT. 28, 1974
NOTARY PUBLIC STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 28, 1974
BONDED THRU FRED W. DISTELWASSER

I, Raymond J. Dittich, Secretary of Burger King Restaurants, 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, 1972, 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, 1972.

(Corporate Seal)

Raymond J. Dittich
Raymond J. Dittich, Secretary of
BURGER KING RESTAURANTS, INC.,
A Florida corporation

BURGER KING RESTAURANTS, INC., 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 RESTAURANTS, 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, 1972.

(Seal)

Polly A. Seale
Notary Public
My Commission expires.
NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 23, 1974
BONDED THRU FRED W. DIESELHUIS

I, Raymond J. Dittrich, Secretary of Burger King of Miami, 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, 1972, 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, 1972.

(Corporate Seal)

Raymond J. Dittrich
Raymond J. Dittrich, Secretary of
BURGER KING OF MIAMI, INC.,
a Florida corporation

BURGER KING OF MIAMI, 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 BURGER KING OF MIAMI, 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, 1972.

(Seal)

Polly O. Saell
Notary Public

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 28, 1974
BONDED THRU FRED W. DIESTELHORST

I, Raymond J. Dittrich, Secretary of Burger King Properties, 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, 1972, 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, 1972.

(Corporate Seal)

Raymond J. Dittrich
Raymond J. Dittrich, Secretary of
BURGER KING PROPERTIES, INC.,
a Florida corporation

BURGER KING PROPERTIES, 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 BURGER KING 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, 1972.

(Seal)

Polly A. Jackl
Notary Public

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 28, 1974
BONDED THRU FRED W. DIESTELHORST