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Merger

Filed 2-1-73

8 pgs.

A-93606 (w)

BURGER KING CORPORATION

Agreement of Merger between
BURGER KING CORPORATION
a Fla. corp. and BURGER
KING RESTAURANTS OF
MICHIGAN, INC., a Michigan
corp. not qualified in Fla.
merging into and under the
name of BURGER KING CORPORATION
the cont. corp. under the
Laws of the State of Fla.

filed 2/1/73

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA.
by _____, on _____

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

BURGER KING CORPORATION EXECUTIVE OFFICES: 7360 NORTH KENDALL DRIVE / TELEPHONE (305) 274-7011 / TWX 810-848-0072

January 29, 1973

Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32302

Re: Merger: Burger King Restaurants of Michigan,
Inc. (a Michigan corporation) into
Burger King Corporation (a Florida
corporation qualified in Michigan)

Dear Sir:

JAN 31R 2 - 54500 ****15.00

Enclosed for filing is Agreement of Merger of Burger King Restaurants of Michigan, Inc. into Burger King Corporation, the surviving corporation. Also enclosed is our check for \$15, your filing fee.

Very truly yours,

BURGER KING CORPORATION

Irene L. Conick
Irene L. Conick

/s/igo
Enclosures - 2

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

FILED
JAN 31 5 50 PM '73
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ZL:ph
4-29-72

AGREEMENT OF MERGER
OF
BURGER KING RESTAURANTS OF MICHIGAN, INC.
(A Michigan Corporation)
INTO
BURGER KING CORPORATION
(A Florida Corporation)

FILED
MAY 1 5 50 PM '72
MICHIGAN STATE
TREASURER

AGREEMENT OF MERGER made and entered into this 15th day of May, 1972, by and between BURGER KING RESTAURANTS OF MICHIGAN, INC., a Michigan corporation, hereinafter sometimes referred to as "MICHIGAN", and by BURGER KING CORPORATION, a Florida corporation, hereinafter sometimes referred to as "FLORIDA", and at least a majority of each such corporation.

WHEREAS, Michigan is a Michigan corporation with its registered office located in Michigan at The Corporation Company, 615 Griswold Street, Detroit, County of Wayne; and

WHEREAS, the total number of shares of stock which Michigan has authority to issue is one thousand (1,000), all of which are of one class and of a par value of One (\$1.00) Dollar each; and 1,000 of which are issued; and

WHEREAS, Florida is a corporation of the State of Florida with its principal office located in said state at 7360 North Kendall Drive, Miami, County of Dade; and

WHEREAS, Florida is authorized to transact business as a foreign corporation in the State of Michigan with its resident agent located therein at The Corporation Company, 615 Griswold Street, Detroit, County of Wayne; and

WHEREAS, the total number of shares of stock which Florida has authority to issue is one million (1,000,000) shares of Class "A" common of a par value of One (\$1.00) Dollar, of which 567,548 are issued and outstanding; and five hundred thousand (500,000) shares of Class "B" common of a par value of One (\$1.00) Dollar, of which all shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of Michigan and of Florida deem it advisable and to the advantage, welfare and best interests of said corporations and their respective shareholders to merge Michigan into Florida pursuant to the provisions of the Michigan General Corporation Act upon the terms and conditions hereinafter set forth and pursuant to the provisions of the laws of the state of incorporation of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly authorized by the affirmative act of at least a majority of all of the members of the Board of Directors of Michigan and by the affirmative act of at least a majority of all of the members of the Board of Directors of Florida, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect are hereby determined and agreed upon for submission to the shareholders of Michigan as required by the Michigan General Corporation Act.

This instrument prepared by:

John H. Eberly, Jr.
Corporate Counsel
Burger King Corporation
7360 North Kendall Drive

ZL:ph
4-29-72

1. Burger King Restaurants of Michigan, Inc., is hereby merged into Burger King Corporation, which shall be the continuing and resulting corporation, and which is hereinafter sometimes referred to as the "surviving corporation".

2. The articles of incorporation of the surviving corporation shall be the articles of incorporation of said surviving corporation, and all of the terms and provisions thereof are hereby incorporated in this Agreement of Merger with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger in this Agreement provided for said articles of incorporation shall be the articles of incorporation of the surviving corporation.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until altered or amended as therein provided under the authority of the laws of the state of incorporation of the surviving corporation.

4. The names of the first members of the Board of Directors and of the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation in effect from time to time, are as follows:

NAMES OF FIRST 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
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

NAMES AND TITLES OF FIRST OFFICERS

<u>Name</u>	<u>Title</u>
Arthur A. Rosewall	President
J. Thomas Brown	Senior Vice President
Raymond J. Ditzrich	Secretary
L. W. Paszat	Treasurer

ZL:ph
4-29-72

5. The surviving corporation will not issue any of its shares of stock for the issued shares of stock of Michigan inasmuch as the surviving corporation owns all of the issued shares of Michigan. All of the issued shares of Michigan shall, upon the effective date of the merger, be surrendered and extinguished. The shares of stock of the surviving corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of stock of the surviving corporation.

6. This Agreement of Merger shall be submitted to the shareholders of Michigan in the manner provided by the Michigan General Corporation Act, and, if the vote of said shareholders representing at least two-thirds of the total number of shares of each class of outstanding capital stock of the said constituent corporation shall be for the adoption of this Agreement of Merger, then the fact of such adoption by the said shareholders of said constituent corporation shall be certified by the president or a vice-president and the secretary or an assistant secretary, under the corporate seal, of the said constituent corporation and shall be acknowledged by the said officers of the said constituent corporation before an officer authorized by the laws of the State of Michigan to take acknowledgments of deeds, to be the act, deed and agreement of said constituent corporation; and, upon the requisite approval and authorization of the merger in accordance with the laws of the state of incorporation of the surviving corporation, this Agreement of Merger, as executed, certified, and acknowledged, shall be filed in the Department of Treasury of the State of Michigan.

7. The Board of Directors and the proper officers of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, and file any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

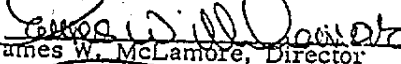
8. The effective date of the merger insofar as the Michigan General Corporation Act governs such effective date, shall be midnight, February 28, 1973, but for accounting purposes shall be May 31, 1972.

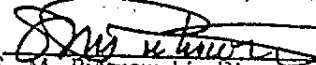
IN WITNESS WHEREOF this Agreement of Merger has been made, executed, and signed by at least a majority of the directors of each of the constituent corporations under their respective corporate seals on the day and year first above written.

BURGER KING RESTAURANTS OF MICHIGAN, INC., a Michigan corporation


Arthur A. Rosewall, Director

(Corporate Seal)

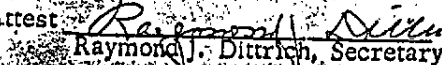

James W. McLamore, Director


S. M. Piotrowski, Director

BURGER KING CORPORATION, a Florida Corporation

By 
Arthur A. Rosewall, President

(Corporate Seal)

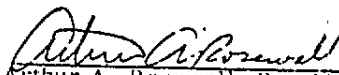
Attest 
Raymond J. Dittich, Secretary

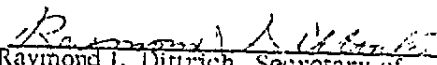
ZL:ph
4-29-72

The undersigned officers of Burger King Restaurants of Michigan, Inc., a Michigan corporation, hereby certify as such officers under the corporate seal thereof that the Agreement of Merger to which this certificate is attached, after having been first duly signed by at least a majority of the directors of Burger King Restaurants of Michigan, Inc., a Michigan corporation, and by the duly authorized officers of Burger King Corporation, a Florida corporation, was duly submitted to the shareholders of Burger King Restaurants of Michigan, Inc., at a special meeting of shareholders thereof called separately and for the purpose of taking the Agreement of Merger into consideration and held pursuant to the provisions of the Michigan General Corporation Act; and that, at such meeting, the votes of the shareholders representing at least two-thirds of the total number of shares of the outstanding capital stock of Burger King Restaurants of Michigan, Inc., were cast for the adoption of the Agreement of Merger.

Witness our hands and seals and the seal of Burger King Restaurants of Michigan, Inc., this 15th day of May, 1972.

(Corporate Seal)


Arthur A. Rosewall, President of
BURGER KING RESTAURANTS OF
MICHIGAN, INC.

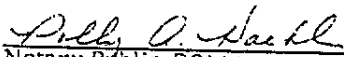

Raymond J. Dittrich, Secretary of
BURGER KING RESTAURANTS OF
MICHIGAN, INC.

STATE OF FLORIDA)
COUNTY OF DADE) SS

On this 15th day of May, 1972, before me appeared Arthur A. Rosewall and Raymond J. Dittrich, to me personally known, who, being by me duly severally sworn, did depose and say that he, the said Arthur A. Rosewall, is the President, and he, the said Raymond J. Dittrich, is the Secretary of Burger King Restaurants of Michigan, Inc., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said Arthur A. Rosewall and Raymond J. Dittrich severally duly acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and notarial seal the day and year aforesaid.

(Notarial Seal)


Notary Public POLLY A. HAEHL
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 Corporation, a Florida corporation, do hereby certify that the Agreement 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 of Merger, and that the attached Agreement of Merger was

4-29-72

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 18th day of May, 1972.

(Corporate Seal)

Raymond J. Dittrich
Raymond J. Dittrich, 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. 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 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 18th day of May, 1972.

(Notarial Seal)

Polly A. Haebl
Notary Public POLLY A. HAEHL

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA #12266
MY COM. EXPIRES OCT. 29, 1974
BONDED THRU FIDELITY & SECURITY