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Merger

Filed 6-6-72

10 pgs.

A-93606

BURGER KING CORPORATION

Agreement of Merger among
x BURGER KING CORPORATION,
BATTLEGROUND RESTAURANT, INC.,
EARBQ CORPORATION & PARKWAY
RESTAURANT, INC., all N. CAROLINA
corps., not qualified in the
State of Fla., merging into and
under the name of BURGER KING
CORPORATION, the cont. corp.
filed 6/6/72

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

by bc, on 6/6/72

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

SURRATT, EARLY AND DAVIS

ATTORNEYS AND COUNSELLORS AT LAW

2200 WACHOVIA BUILDING

WINSTON-SALEM, N. C. 27101

JOHN R. SURRATT
JAMES H. EARLY, JR.
WILLIAM K. DAVIS

June 1, 1972

P. O. BOX 184
ZIP CODE 3702
AREA CODE 615
TELEPHONE
728-8323

AIR MAIL
CERTIFIED MAIL - RRR

Secretary of State
State of Florida
Tallahassee, Florida

ATTN: Corporation Division

Re: Merger of Battleground Restaurant, Inc., Earob
Corporation and Parkway Restaurant, Inc., into
Burger King Corporation.

Gentlemen:

Enclosed for filing is the Articles of Merger of the above-
referenced corporations. Also enclosed is Burger King Corpora-
tion check #078305 in the amount of \$15 to cover the filing fee
for same.

If you have any questions regarding this matter, please
contact Mr. Zane Leshner, Corporate Counsel, Burger King
Corporation, Miami, Florida, by collect telephone call. His
telephone number is (305) 274-7011.

Very truly yours,

SURRATT, EARLY & DAVIS

John R. Surrott

JRS/pbw

Enclosures

cc: Mr. Zane Leshner
Corporate Counsel
Burger King Corporation
P. O. Box 338, Kendell Branch
Miami, Florida 33156

PRIVILEGE TAX	
C. TAX	
FILING	15
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	15
BALANCE DUE	
REFUND	

110900 ***15.00

FILED
JUN 6 1 48 PM '72
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

6-6-72
JRS

2L:ph
5-9-72

AGREEMENT AND PLAN OF MERGER

FILED
JUN 5 1 48 PM '72
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

This Agreement and Plan of Merger, made this 12th day of May, 1972, by and between BURGER KING CORPORATION, a Florida corporation, hereinafter sometimes referred to as "BKC" or "SURVIVING CORPORATION", and BATTLEGROUND RESTAURANT, INC., a North Carolina corporation, hereinafter sometimes referred to as "BATTLEGROUND" or "CONSTITUENT CORPORATION"; EAROB CORPORATION, a North Carolina corporation, hereinafter sometimes referred to as "EAROB" or "CONSTITUENT CORPORATION", and PARKWAY RESTAURANT, INC., a North Carolina corporation, hereinafter sometimes referred to as "PARKWAY" or "CONSTITUENT CORPORATION".

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

Corporation	Class	Par Value	Shares Authorized	Shares Outstanding
BKC	Class "A" Common	\$1.00	1,000,000	567,548
BKC	Class "B" Common	\$1.00	500,000	500,000
Battleground	Common	\$1.00	100,000	18,000
Earob	Common	\$1.00	100,000	30,000
Parkway	Common	\$1.00	100,000	20,000

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 States of Florida and North Carolina, 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 May 31, 1972, or with regard to the Constituent Corporations, as of the date on which a duly certified copy of this Agreement is filed by the office of the Secretary of State of North Carolina, 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 incorporation of the Constituent Corporations 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 such state against the Surviving Corporation.

The Secretary of State of the state of incorporation of the Constituent Corporations 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 the "Corporation Act" of the state of incorporation of the Constituent Corporations 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	7350 North Kendall Drive Miami, Florida 33156
L. W. Paszat	Treasurer	7360 North Kendall Drive Miami, Florida 33156

ZL:ph
5-9-72

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.

D. Until the completion of the merger, each of the Constituent Corporations shall continue to conduct its business without any material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business.

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
Arthur A. Rosewall, President

(Corporate Seal)

Attest Raymond J. Dittrich
Raymond J. Dittrich, Secretary

BATTLEGROUND RESTAURANT, INC., a North Carolina corporation

By Earl L. Brown
Earl L. Brown, President

(Corporate Seal)

Attest John R. Surratt
John R. Surratt, Secretary

EAROB CORPORATION, a North Carolina corporation

By Earl L. Brown
Earl L. Brown, President

(Corporate Seal)

Attest John R. Surratt
John R. Surratt, Secretary

PARKWAY RESTAURANT, INC., a North Carolina corporation

By Earl L. Brown
Earl L. Brown, President

(Corporate Seal)

Attest John R. Surratt
John R. Surratt, 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 12 day of May, 1972.

(Seal)

Polly A. Hark
Notary Public
My Commission expires: 10-28-74

NORTH CAROLINA)
FORSYTH COUNTY) SS

BEFORE ME, personally appeared Earl L. Brown and John R. Surratt, 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, respectively of BATTLEGROUND RESTAURANT, INC., EAROB CORPORATION and PARKWAY RESTAURANT, INC., all North Carolina corporations, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said corporations and that the seals affixed to the foregoing Agreement are the corporate seals of said corporations and that they were affixed to said Agreement by due and regular corporate authority, that said Agreement is the free act and deed of said corporations, and that the statements contained therein are true.

WITNESS my hand and official seal, this 22nd day of May, 1972.

(Seal)

James D. Collins
Notary Public
My Commission expires: December 10, 1974

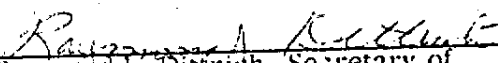
This Agreement and Plan of Merger was submitted to the Stockholders of each of the Constituent Corporations and the Surviving Corporation as provided by law, and all of the outstanding shares of the capital stock of each of said Constituent Corporations and the Surviving Corporation were voted in favor 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-
Battleground Common	18,000	18,000	18,000	-0-
Earob Common	30,000	30,000	30,000	-0-
Parkway Common	20,000	20,000	20,000	-0-

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 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 12th day of May, 1972.

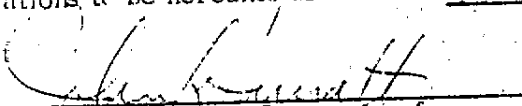
(Corporate Seal)


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

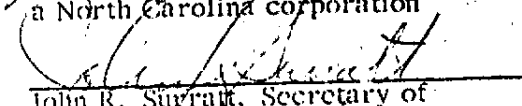
I, John R. Surratt, Secretary of Battleground Restaurant, Inc., a North Carolina corporation, do hereby certify that the Agreement and Plan of Merger to which this certificate is attached, was duly submitted to the sole Stockholder of said corporation at a special meeting of said sole Stockholder held 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 seals of said corporations to be hereunto affixed this 22nd day of May, 1972.

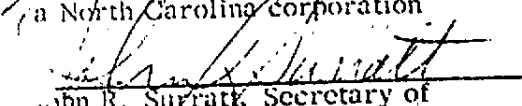
(Corporate Seal)


John R. Surratt, Secretary of
BATTLGROUN RESTAURANT, INC.,
a North Carolina corporation

(Corporate Seal)


John R. Surratt, Secretary of
EAROB CORPORATION,
a North Carolina corporation

(Corporate Seal)


John R. Surratt, Secretary of
PARKWAY RESTAURANT, INC.
a North Carolina corporation