

Merger Filed 9-9-74

3pgs.

ACREMENT OF BERGER AERGING COASTAL GROUP ASSOCIATES, INC., COASTAL GROUP ASSOCIATES S.I., INC., COASTAL GROUP ASSOCIATES ENONA, INC., ATLANTIC COAST DEVELOPERS, INC. & HINTERNAC DEVELOPMENT CORP. ALL N.Y. CORPS., NOT AUT. TO DO BUS., INT THE STATE OF FIL., INTO & UNDER THE ABOVE CORP.

1)

これによる おいまいのはないのないというないのできないのできる

DITION OF RELOT DIPARIMENT OF STATE STATE OF HORIDA DE 11 ORD 1 1 ORD 1 ORD

93606 (na)

Cotp - I

BURGER KING CORPORATION EXECUTIVE OFFICES 7360 NORTH KENDALL DRIVE TELEPHONE (305) 274-7011 TWX 810-848-8692

AIRMAIL SPECIAL DELIVERY

September 3, 1974

Office of the Secretary of State Corporations Division State Capitol Building Tallahassee, Florida

Re:

Merger - Surviving Corporation BURGER KING CORPORATION

Gentlemen:

Enclosed for filing are Articles of Merger in which Coastal Group Associates, Inc., Coastal Group Associates S. I., Inc., Coastal Group Associates, Bronx, Inc., Atlantic Coast Developers, Inc. and Hintermac Development Corp., all New York corporations, are merged into Burger King Corporation, a Florida corporation with Burger King Corporation as the surviving corporation.

We are also forwarding two additional originally executed copies of this Merger document for Certification by your office, and the cenclosed check for \$35.00 is to cover the filing fee and cost of the certified copies.

It will be appreciated if the certified copies are marked to the attention of R. J. Dittrich, Esq., Vice President, Law Department, and mailed to P.O. Box 520783, Biscayne Annex, Miami, Fl. 33152.

Should you have any questions please call me at (305) 274 7243 We are anxious to complete this merger as rapidly as possible and thank you for your assistance.

Very truly yours,

BURGER KING CORPORATION

(Mrs) Jean H. Willis, Secretary to Taymond J. Dittrich, Vice President

JW: Encs. to lent

C. TAX
FILING
C. COPY
R. A. FFE
P. COPS
SEASCH
TOTAL
BALANCE DUE
RESULUD

ch m

POST OFFICE BOX 338, KENDALL BRANCH, MIAMI, FLORIDA 33156

ARTICLES OF MERGER

The undersigned corporations hereby execute these Articles of Merger for the purpose of merging COASTAL GROUP ASSOCIATES, INC., COASTAL GROUP ASSOCIATES, INC., COASTAL GROUP ASSOCIATES.

BRONN, INC., ATLANTIC COAST DEVELOPERS, INC. and HINTERMAC DEVELOPMENT CORP., all New York corporations (heremafter "Constituent Corporations"), into BURGER KING CORPORATION, a Florida corporation (hereinafter "Surviving Corporation" or "BKC").

The authorized and outstanding capital stock of each of the constituent corporations and the surviving corporation is as follows:

	0,000	557,548
Class "B" Common 50 Classal Group Associates, Inc. Coastal Group Associates, S. I., Inc. Coastal Group Associates, Bronx, Inc. Atlantic Coast Developers, Inc. Hintermac Development Corp.	200 200 200 200 200 200 200	500,000 2 160 100 100 100

All of the outstanding shares of capital stock of the constituent conporations are owned by BKC, the Surviving Corporation:

The Board of Directors of the constituent corporations and BKC drem it desirable and in the best interests of the corporations and their stock—holders that the constituent corporations be merged into bKC with BKC being the Surviving Corporation.

The following Plan of Merger was duly approved by the Board of Directors of each of the undersigned corporations in the manner prescribed by law:

AGREEMENT AND PLAN OF MERGER

ARTICLET

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, Bylaws, Directors and Officers

The Certificate of Incorporation and Bylaws of BKC in effect at the time the merger becomes effective shall continue as the Certificate of Incorporation and Bylaws 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 Dollar (\$1) par value Common Stock 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 upon the date of filing with the Secretary of State of the State of Florida or, with regard to the constituent corporations, as of the effective date as provided under the laws of the State of New York if such date is at variance from the above date; but, in any case, the effective date shall be, for accounting purposes only, May 31, 1973.

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 offectually 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 it said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation, it being expressly provided that morger 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 520783 Biscayne Annex, 7360 North Kendall Drive, Miami, Florida, 33152.

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 Corporations Law of the state of incorporation 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 are the present directors and major officers of BKC, the Surviving Corporation:

Directors

Name	Address
James W. McLamore Arthur A. Rosewall	7360 N. Kendall Drive, Miami 7360 N. Kendall Drive, Miami
Terrance Hanold	 608 Second Avenue South,
Gordon M. Donbowe	Minneapolis 608 Second Avenue South.
	Minneapolis
William H. Spoor	 608 Second Avenue South,
•	Minneapolis
Philip D. Aines	608 Second Avenue South,
, · · · · ·	Minneapolis
Thomas H. Wakefield	 150 S. E. Second Street, Miami
· ·	

Officers

Name	<u>Title</u>	Address	
Arthur A. Rosewall	President	7360 N. Kendall	Drive, Miami
J. Thomas Brown	Senior Vice President	7360 N. Kendali	Drive, Miami
L. W. Paszat	Executive Vico President	7360, N., Kendall	Drive, Miami
D.R. Christopherson .	Vice President Administration &	7360 N. Kendall	Drive, Miami
R. J. Dittrich	Finance Vice President & Secretary	7360 N. Kendall	Drive, Miami
Thomas F. Crummey John H. Eberly	Treasurer Assistant Secretary	7360 N. Kendall 7360 N. Kendall	

- 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, Miami, Florida.
- 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.

- E. At the time of the approval of the foregoing Plan of Merger by the Board of Directors of each of the undersigned corporations, the Surviving Corporation was the owner of all of the outstanding shares of Coastal Group Associates, Inc., Coastal Group Associates, Broux, Inc., Atlantic Coast Developers, Inc. and Hintermac Development Corp.
- F. The foregoing Plan of Merger does not provide for any changes in the charter of, or the issuance of any shares by the Surviving Corporation.
- G. The foregoing Plan of Merger was unanimously adopted and approved by the Board of Directors of the Surviving Corporation.

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, pursuent 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.

31 m · 1 m	BURGER KING CORPORATION (BKC)
ioners Series	By: Tuto Manual President, A. A. Rosewall
/) II.	President, A. A. Rosewall
6 hrs Skewer	Attest: au hish
	Assistant Secretary (SEAL)
ي بودد	COASTAL)GROUP ASSOCIATES, INC.
Seem Horst	By: President, L. W. Paszat
· · · · · · · · · · · · · · · · · · ·	President, L. W. Paszat
There I hophen.	Attest: R. J. Dittrich.
1	Secretary, R. J. Dittrich
	(SEÀL)
	COASTAL GROUP ASSOCIATES, S. I., INC.
Janua Morat	By: President, Ch. Paszat
	President, G. R. Paszat
There is the state of the state	Attest: 11 1. 1. 1. Dittrich
•	Setretary, R. J. Dittrica
	(SEAL)
ب ن ان د	COASTAL GROUP ASSOCIATES, BRONX, INC.
- Troume Stepst	By:
	President, W. Paszat
blice be Hopken.	Attest: Secretary, R. J. Dittrich
	Secretary, R. J. Dittrich
·	The second of th

,	ATLANTIC COAST DEVELOPERS, INC.
- name Storet	By: President, L. W. Paszat
Mrs. U. Hapkins	Attesty P. J. O. Hair D. Secretary, R. J. Dittrich
3	(SEAL)
	HINTERMAC)DEVELOPMENT CORP.
Some that	By: President, L.W. Paszat
When a Haphen.	Attest: J. J. C. K. Secretary, R. J. Dittrich
	(SEAL)

A South France

This Agreement and Plan of Merger was submitted to the stockholders of the constituent corporations and the Surviving Corporation as provided by law, and all of the outstanding shares of the capital stock of the constituent corporations and the Surviving Corporation were voted in favor of approval and adoption of this Agreement and Plan of Merger:

	Shares	Shares Entitled To Vote	Shares Voted For	Shares Voted Against
Name of Corporation	Outstanding	10 1010	101	115(11111111
Burger King Corporation Common Class "B" Common Coastal Group Associates, Inc Coastal Group Associates, S. I Coastal Group Associates, Bro Atlantic Coast Developers, Inc Hintermac Development Corp.	2 ., Inc. 100 onx, Inc. 100	557,548 500,000 2 100 100 100	557,548 500,000 2 100 100 100	-0- -0- -0- -0- -0- -0-

Having been executed and adopted separately by each party to the merger, the constituent corporations and BKC, the Surviving Corporation, in accordance with the corporation laws of their respective states corporations, the President (or Vice President) and Secretary (or Assistant Secretary) of the constituent corporations 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 deed fact and agreement of the constituent corporations and the Surviving Corporation on this Mil day of

BURGER KING CORPORATION, a Florida comporation

By: Vied President

Artest: Assistant Secretary

(Corporate Scal)

STATE OF FLORIDA) ss COUNTY OF DADE)

BEFORE ME, personally appeared Raymond J. Dittrich and 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 Vice President and Assistant Secretary of BURGER KING CORPORATION, a Florida corporation, and severally acknowledged to and before me that they executed such Agreement as such Vice President 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 to said Agreement by due and regular corporate authority, and that said Agreement is the free act and deed of said corporation, and the facts stated therein are true.

WITNESS my hand and official seal this Act day of Coursel, 1974.

Din Il Vulla

Notary Public My Commission Expires: 1.7.19

•	The state of the s
COASTAL GROUP ASSOCIATES, INC.	
a New York corporation	
a new tork conjugation	
By:	16
President, L. W. Paszat-	The state of the s
	(SEAL)
Attest: Secretary, R. J. Dittrich	Alian II.
Secretary, R. J. Dittrich	and the state of t
000.444.7,7 110 30 1000.000	
BEFORE ME, personally appeared	L. W. Paszat and
p i Direich , to me well kno	wa and known to me to be the
Talliable described in analytin executed t	ne poregoing agreement and
the of Margar as Prosident and MANADIM :	Secretary of COVETYIT OROUR
- Accordative INC - a New York Comorati	ion, and severally acknowledged
to and before the they executed \$100 At	rreement as such trestdent and
 MANASA Connections respectively. Of Said. 	corporation, and that the scal
- action I to the foregoing Agreement is the co	ornorate seat of said corporation
and that it was affixed to said Acreement D	y due and regular corporate "
authority, and that said Agreement is the f	ree act and deed of said
	c rrue.
WITNESS my hand and official seal th	11s 27. 1/day of Circuit, 1974.
	HARRING TO THE STATE OF THE STA
	Notory Publications and acceptable of the
The state of the s	My Commission Expires: 1-7-7-
COASTAL GROUP ASSOCIATES, S.A., INC	
a New York corporation	
Rv.	
By: President, LW Paszat	
	「「NE (SEAL) しま/
Attest: //// Secretary, R. J. Dittrich	
Secretary, R. J. Dittrich	The Marting Conference of the
. ,	
BEFORE ME, personally appeared	I. W. PASZAT and
$R = \{1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1$	nown and known to me to be the
School and a described in and who executed t	no foregoing vareculeur and
The of Mauran or Provident and Assistant !	Secretary of COASTAL GROCE
ACCOCIATUS SI INC. a New York COP	poration, and severally acknowledged
to and before me that they executed such A!	fleciucut us such trestdent and
Annie Socrateric Pospectively, Of Said	corporation, and that the scar
- estimated the foreground Agreement is the se	amorate seal of said corporation 🕾 .
and that it was affived to said Agreement D	valle and regular corporate was a
authority, and that said Agreement is the D	LGG uct sun occuror paragrams
- comparation, and the tacks stated therein at	C LIUC CLUME CARDA MARKANINA AND A
WITNESS my hand and official seal th	is Tilday of Cricia, 1974.
	team Wille
	Notary Public
	My Commission Expires: 1777
$\frac{\partial}{\partial t} = 2 \log 2$	
and the state of t	
ر از	
-8-	
	The former of the time from the property of the first of

Maria Salah Caran

Here the transfer of the second secon

00.00		پيغ	ionality is		
COASTAL GR	OUP ASSOCIATES,	BRONX, INC		Service and the service of the servi	
a New York C	orporation	1	Andrew Carlotte		<i>i</i> .
_					
By:	sident, L. W. Pasz				
Pres	sident, L. W. Paszk				: '
1 mars (1)			(SI	IAL) 談話行言	
Altest:	ary, R. J. Dittrich				11.
Secret	ary, R. j. Dittrich	2 6 3 4			
BULLORE D. I. INTERN	ME, personally application	reared 🌁 🐃	IF W. PASZ	AT mnc	12
7. 1. 1311 LK	ICH to	me well know	vn and known	to me to be the	•
					•
	1/1/X/2/X/X/ 1/XX/4/ / // X/	''' '' '' '''' ''' '' '''' ''' ''''	Attation 1		
	ANNUAL COLLECTION OF THE PROPERTY OF THE PROPE	1,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	* * * * * * * * * * * * * * * * * * * *		
		171 COUT AMEN	(C) 101 C (C) (C) (C) (C) (C) (C) (C) (C) (C) (free act and de	n.i
W11 NESS	my hand and officia	d scal this 💯	Is day of C	197.	
		e-1	 • <u></u>		
			016 N 71	30%	
1	* 1	Notai	ry Public	4	_
	19.	My C	ominission E	Expires: 1.7.	18.
ATE ANTEC CO	NUTE INTEREST CONTRACT	7 17 17 17 17			7
a New York cor	IST DEVELOPERS,	INC.	A STAN		
" NOW HOLK LOL	DOLULION	THE STATE OF THE STATE OF			
Bv &					, . , .
Procidon	t, L. W Mazat				71, 15
					37
Attest: 77 H	Y. R. J. Dittrich		SEST (SEAL		10 A
Secretary	C C C (2			12.7	
2.2/4/	in the property of the second				- 5-
BEFORE V	112, personally appea				
R. L. DITTRICE	ure her sources while	med 133	WY PASZAT	and	• 14 6.
individuals descri	il , to me ibed in and who executed a President and Assistant	o well known	and known to	me to be the	
Plan of Morger 2	a Description and Anni	cuted the long	egoing yaree	ment and	
DEVELOPERS I	VC a Your Vanta a		III Y OF MANAGEMENT	NIIG COAST	i de la
to and before me	NC., a New York co	rporation an	ndseverally	ncknowledged	23.00 C
MESTAKAN Secreta	that they executed sary, respectively, or	tion Agreeme	enras such P	resident and	, in
affixed to the fore	eroing Agreement is	the company	arion, and m	at the seal 🐃	٠,
and that it was af	fixed to said Agreen	me corporal	re seal of sai	d corporation.	
authority, and the	at said Agreement is	the free car	nu regular co	piporate	
WITNESS m	y hand and official s	on the cas	Laining To	<i>,</i> , , , , , , , , , , , , , , , , , ,	
	y hand and official s	our uns, 2-7, 7.	zutty of Zin	<u> , (</u> , 1974	
	• • •	والمناز والمراز	9196	3.85	
	· · · · · · · · · · · · · · · · · · ·	Notary Pul	5)10		
•					
		29	nission Expir	cs: /· 1/· 78	
			ry Cart.	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
		is it a The state of the state of the	Control of the Contro		. ,
		L CAMPACA CAR			
Salar Sa					領於
		TO THE STATE OF TH			
200			A STATE OF THE STA	La de partidore	

HINTERMAC DEVELOPMENT CORP., a New York Corporation

By:

Precident, L. W. Paszat.

Attest:

Secretary, IR. J. Dittrich

BEFORE ME, personally appeared

R. 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 Assistant Secretary of HINTERMAC DEVELOPMENT CORP., a New York corporation, and severally acknowledged to and before me that they executed such Agreement as such President 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 to said Agreement by due and regular corporate authority, and that said Agreement is the free act and deed of said corporation, and the facts stated therein are true.

WITNESS my hand and official seal this Set day of Control 1974.

Notary Public

Notary Public

My Commission Expires: 1974.