193006

Merger

Filed 9-9-74

13pgs.

AGREEMENT OF BURGER MERGING COASTAL GROUP ASSOCIATES, INC., COASTAL GROUP ASSOCIATES S.I., INC., COASTAL GROUP ASSOCIATES BRONX, INC., ATLANTIC COAST DEVELOPERS, INC. & HINTERMAC DEVELOPMENT CORP. ALL N.Y. CORPS., NOT AUTH. TO DO BUS., INT THE STATE OF FL., INTO & UNDER THE ABOVE CORP.

1-95606 (aa)

BURGER KING CORPORATION

FILED IN OFFICE OF DEPARTMENT OF STATE, STATE OF FLORIDA
by DG on 9-9-74

[redacted]

SECRETARY OF STATE

Dorothy W. Glisson

corp-1

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

AIRMAIL SPECIAL DELIVERY

September 3, 1974

5 corps not qualified (FM) merging into H-93606

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

Re: Merger - Surviving Corporation
BURGER KING CORPORATION

SEP -5 74 ****20.00
SEP -5 74 ****15.00

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.

FILED
SEP 9 9 53 AM 1974
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We are also forwarding two additional originally executed copies of this Merger document for Certification by your office, and the enclosed 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
Raymond J. Dittrich, Vice President

JW:
Encs.

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

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

JHE:js:jw
6/18/73

FILED
SEP 9 9 53 AM 1973
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The undersigned corporations hereby execute these Articles of Merger for the purpose of merging 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 (hereinafter "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:

Corporation	Authorized Shares	Outstanding Shares
Burger King Corporation - Common	1,000,000	557,548
Class "B" Common	500,000	500,000
Coastal Group Associates, Inc.	200	2
Coastal Group Associates, S.I., Inc.	200	100
Coastal Group Associates, Bronx, Inc.	200	100
Atlantic Coast Developers, Inc.	200	100
Hintermac Development Corp.	200	100

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

The Board 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.

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

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, 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 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 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 provisi ns 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	7360 N. Kendall Drive, Miami
Arthur A. Rosewall	7360 N. Kendall Drive, Miami
Terrance Hanold	608 Second Avenue South, Minneapolis
Gordon M. Donhowe	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	Title	Address
Arthur A. Rosewall	President	7360 N. Kendall Drive, Miami
J. Thomas Brown	Senior Vice President	7360 N. Kendall Drive, Miami
L. W. Paszat	Executive Vice President	7360 N. Kendall Drive, Miami
D.R. Christopherson	Vice President Administration & Finance	7360 N. Kendall Drive, Miami
R. J. Dittrich	Vice President & Secretary	7360 N. Kendall Drive, Miami
Thomas F. Crummey	Treasurer	7360 N. Kendall Drive, Miami
John H. Eberly	Assistant Secretary	7360 N. Kendall Drive, Miami

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 S. I., Inc., Coastal Group Associates, Bronx, 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.

BURGER KING CORPORATION (BKC)

By: [signature]
President, A. A. Rosewall

Attest: [signature]
Assistant Secretary

(SEAL)

COASTAL GROUP ASSOCIATES, INC.

By: [signature]
President, L. W. Paszat

Attest: [signature]
Secretary, R. J. Dittrich

(SEAL)

COASTAL GROUP ASSOCIATES, S. I., INC.

By: [signature]
President, L. W. Paszat

Attest: [signature]
Secretary, R. J. Dittrich

(SEAL)

COASTAL GROUP ASSOCIATES, BRONX, INC.

By: [signature]
President, L. W. Paszat

Attest: [signature]
Secretary, R. J. Dittrich

(SEAL)

ATLANTIC COAST DEVELOPERS, INC.

By: ______________________
President, L. W. Paszat

Attest: ______________________
Secretary, R. J. Dittrich

(SEAL)

HINTERMAC DEVELOPMENT CORP.

By: ______________________
President, L. W. Paszat

Attest: ______________________
Secretary, R. J. Dittrich

(SEAL)

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:

Name of Corporation	Shares Outstanding	Shares Entitled To Vote	Shares Voted For	Shares Voted Against
Burger King Corporation				
Common	557,548	557,548	557,548	-0-
Class "B" Common	500,000	500,000	500,000	-0-
Coastal Group Associates, Inc.	2	2	2	-0-
Coastal Group Associates, S. I., Inc.	100	100	100	-0-
Coastal Group Associates, Bronx, Inc.	100	100	100	-0-
Atlantic Coast Developers, Inc.	100	100	100	-0-
Hintermac Development Corp.	100	100	100	-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, act and agreement of the constituent corporations and the Surviving Corporation on this 29th day of August, 1974.

BURGER KING CORPORATION,
a Florida corporation

By: [signature]
Vice President

Attest: [signature] (Corporate Seal)
Assistant Secretary

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 29th day of August, 1974.

[signature]
Notary Public
My Commission Expires: 1-7-78

COASTAL GROUP ASSOCIATES, INC.,
a New York corporation

By: ______________________
President, L. W. ~~Paszat~~

(SEAL)

Attest: ______________________
Secretary, R. J. Dittrich

BEFORE ME, personally appeared L. W. Paszat and 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 XXXXXXX Secretary of COASTAL GROUP ASSOCIATES, INC., a New York Corporation, and severally acknowledged to and before me that they executed such Agreement as such President and XXXXXX 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 9th day of August, 1974.

____
Notary Public
My Commission Expires: 1-9-75

COASTAL GROUP ASSOCIATES, S.I., INC.
a New York corporation

By: ______________________
President, L. W. Paszat

(SEAL)

Attest: ______________________
Secretary, R. J. Dittrich

BEFORE ME, personally appeared L. W. PASZAT and 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 COASTAL GROUP ASSOCIATES, S. I., INC., 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 9th day of August, 1974.

____
Notary Public
My Commission Expires: 1-9-75

COASTAL GROUP ASSOCIATES, BRONX, INC.
a New York Corporation

By: ______________________
President, L. W. Paszat

Attest: ______________________ (SEAL)
Secretary, R. J. Dittrich

BEFORE ME, personally appeared L. W. PASZAT and 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 COASTAL GROUP ASSOCIATES, BRONX, INC., 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 2nd day of August, 1974.

____
Notary Public
My Commission Expires: 1-9-78

ATLANTIC COAST DEVELOPERS, INC.
a New York corporation

By: ______________________
President, L. W. Paszat

Attest: ______________________ (SEAL)
Secretary, R. J. Dittrich

BEFORE ME, personally appeared L. W. PASZAT and 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 ATLANTIC COAST DEVELOPERS, INC., 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 2nd day of August, 1974.

____
Notary Public
My Commission Expires: 1-9-78

HINTERMAC DEVELOPMENT CORP.,
a New York Corporation

By: ______________________
President, L. W. Paszat

(SEAL)

Attest: ______________________
Secretary, R. J. Dittrich

BEFORE ME, personally appeared L. W. PASZAT and 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 3rd day of August, 1974.

____
Notary Public
My Commission Expires: