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Merger
Filed 5-20-76

10pgs.

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

May 3, 1976

Secretary of State
The Capitol
Tallahassee, Florida 32304

Attention: Corporations Division

Re: Merger of Burger King International (Canada) Co., Limited, a Florida corporation, into Burger King Corporation, a Florida corporation.

Dear Sir:

Enclosed are four originals of an Agreement and Plan of Merger between the above two Florida corporations, with Burger King Corporation being the surviving corporation.

Also enclosed is our check in the amount of $60, to cover the filing fee and cost of three Certified Copies of the Merger which we would appreciate having mailed to us at P. O. Box 520783, Biscayne Facility, Miami, FL. 33152, to my attention.

Should you have any questions, please call me at 305 596 7243.

Very truly yours,

BURGER KING CORPORATION

(Mrs) Jean H. Willis
Corporate Secretary

JW:em

Encs.

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	~~45~~ 30
	~~45~~ 30
TOTAL	60
BALANCE	

POST OFFICE BOX 520783, BISCAYNE FACILITY / MIAMI, FLORIDA 33152

RECEIVED MAY 13 1976

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

May 11, 1976

Bruce A. Smathers

Telephone Number
904/488-2675

BURGER KING CORPORATION
Post Office Box 520783
Biscayne Facility
Miami, Florida 33152

SUBJECT: Merger merging BURGER KING INTERNATIONAL (CANADA) CO. LIMITED INTO: BURGER KING CORPORATION

Returned XX, Pending ____ Check acknowledged $60.

1. ____ NAME IS NOT AVAILABLE.

2. XX BALANCE DUE: $15. filing fee for merger and $5. to file 1976 annual report for BURGER KING INTERNATIONAL (CANADA)

3. ____ The president or vice president must sign and their signature must be acknowledged.

4. ____ The secretary or assistant secretary must sign.

5. ____ A list of officers and directors with addresses must be included.

6. ____ Notary public's acknowledgement is incomplete.

7. ____ The date of adoption by the shareholders must be included.

8. ____ The effective date cannot be prior to the date filed in this office unless it clearly states "for accounting purposes only".

9. XX The attached corporation report must be completed and returned.

10. ____ Two sets of documents must be submitted, both containing original signatures.

11. ____ The document must include a statement that all debts, obligations and liabilities of the corporation have been paid or discharged.

12. ____ The document must include a statement that all remaining property and assets of the corporation have been distributed among its shareholders or that no property remained for distribution.

13. ____ The document must include a statement that there are no actions pending against the corporation in any court.

14. ____ A copy of the written consent of all shareholders must be submitted, together with a statement that all shareholders have signed the consent to dissolve.

15. ____

/lf

Please direct any inquiries on this matter to the Division of Corporations at the above address.

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Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

May 21, 1976

BRUCE A. SMATHERS
[illegible]

TELEPHONE NUMBER
904/488-3140

[illegible] KING CORPORATION
[illegible] 520783
Biscayne Facility
Miami, Florida 33152

NUMBER: 193606

Attn: Mrs. Jean H. Willis

SUBJECT: BURGER KING CORPORATION

THIS WILL ACKNOWLEDGE RECEIPT AND FILING OF THE FOLLOWING DOCUMENTS:

_xx_ 1. CHECK IN THE AMOUNT OF $ 60.

_____ 2. ARTICLES OF INCORPORATION FILED

_____ 3. AMENDMENT TO ARTICLES OF INCORPORATION FILED

_xx_ 4. ARTICLES OF MERGER OR CONSOLIDATION FILED May 20, 1976.

_____ 5. CERTIFICATE OF WITHDRAWAL FILED

_____ 6. LIMITED PARTNERSHIP FILED

_____ 7. TRADEMARK APPLICATION FILED

_____ 8. APPLICATION FOR REGISTRATION OF FOREIGN CORPORATION NAME FILED

ENCLOSED:

_xx_ 1. CERTIFIED COPY(IES) (2)

_____ 2. CERTIFICATE(S) UNDER SEAL

_____ 3. PHOTOCOPY(IES)

_____ 4. OTHER

SINCERELY,

Nettie F. Sims

NETTIE F. SIMS, CHIEF
BUREAU OF CORPORATION RECORDS

NFS/1E

ENCLOSURES:

CORP. 2
1/1/76

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger made this April 15 1976, by and between BURGER KING CORPORATION, a Florida corporation, hereinafter sometimes referred to as "BKC" or "SURVIVING CORPORATION", and BURGER KING INTERNATIONAL (CANADA) CO., LIMITED, a Florida corporation, hereinafter sometimes referred to as "INTERNATIONAL" or "SUBSIDIARY CORPORATION."

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

Corporation	Class	Par Value	Shares Authorized	Shares Outstanding
BKC	Common	$1.00	3,000,000	1,057,548
INTERNATIONAL	Common	$1.00	10,000	1,000

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

The Board of Directors of the Surviving Corporation deem it desirable and in the best interests of the corporation and its stockholder that the Subsidiary Corporation 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 (Chapter 607, Florida General Corporation Act) that the Subsidiary Corporation be and the same is hereby merged into BKC, and BKC shall be the Surviving Corporation, and the undersigned do hereby agree and prescribe that the laws which 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.

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ARTICLE III

Exchange of Stock

The manner of converting the capital stock of the Subsidiary Corporation into capital stock of the Surviving Corporation, BKC, shall be as follows:

1. BKC: None of the shares of the one dollar ($1.00) par value 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. Subsidiary Corporation: As all of the issued and outstanding shares of capital stock of the Subsidiary Corporation 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, 1976.

ARTICLE V

Effect of the Merger

Upon the effective date of the merger, the Subsidiary Corporation 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 the Subsidiary Corporation, and all property, real, personal and mixed and all debts due to the Subsidiary Corporation, on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to the Subsidiary Corporation, shall be vested in the Surviving Corporation and all property, rights, privileges, immunities, powers and franchises and all and every other interest of the Subsidiary Corporation shall hereafter be as effectually the property of the Surviving Corporation as they were of the Subsidiary Corporation. The title to any and all real estate vested by deed or otherwise in the Subsidiary Corporation 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 said Subsidiary Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the merger, and the respective Subsidiary Corporation may be deemed to continue in existence in order to preserve the same, and all debts, liabilities, obligations and duties of the Subsidiary 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 the merger of the Subsidiary Corporation shall not in any manner impair the rights of any creditor or creditors of said Subsidiary Corporation.

If, at any time, the Surviving Corporation shall deem or be advised that any assignment, transfer, deed or other assurance 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 Subsidiary Corporation, the proper officers and directors of such Subsidiary Corporation 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 Subsidiary Corporation 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 520783, Biscayne Facility, Miami, Florida, 33152.

ARTICLE IX

Rights of Dissenting Stockholders

In accordance with §247 of Chapter 607 of the Florida General Corporation Act, a copy of this Plan and Agreement of Merger shall be presented to the stockholders of the Subsidiary Corporation, and such stockholders may, within 15 days of such presentation, make written demand on the Surviving Corporation for payment of the fair value of such stockholder's shares, and the Surviving Corporation will promptly pay such amounts, if any, to which they shall be entitled under the provisions of said Chapter 607.

ARTICLE IX

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

Name	Address
James W. McLamore	7100 North Kendall Drive, Miami, Fl.
Arthur A. Rosewall	7360 North Kendall Drive, Miami, Fl.
Philip D. Aines	608 2nd Ave. So., Minneapolis, MN.
Gordon M. Donhowe	608 2nd Ave. So., Minneapolis, MN.
Walter Scott	608 2nd Ave. So., Minneapolis, MN.
William H. Spoor	608 2nd Ave. So., Minneapolis, MN.
Thos. H. Wakefield	One S.E. 3rd Ave., Miami, FL.

Officers

Name	Office	Address
Arthur A. Rosewall	President	7360 N. Kendall Dr., Miami, FL.
L. W. Paszat	Vice Pres.	7360 N. Kendall Dr., Miami, FL.
Zane Leshner	Vice Pres.	7360 N. Kendall Dr., Miami, FL.
T. F. Crummey	Treasurer	7360 N. Kendall Dr., Miami, FL.
J. H. Willis	Scretary	7360 N. Kendall Dr., Miami, FL.

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, P. O. Box 520783, Biscayne Facility, Miami, FL. 33152

IN WITNESS WHEREOF, the Surviving Corporation, pursuant to the approval and authority duly given by resolution adopted by unanimous

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vote of the Board of Directors of such corporation, have caused these presents to be executed as required by the corporation laws of the State of Florida.

BURGER KING CORPORATION

By: ______________________
Arthur A. Rosewall, President

(Corporate Seal)

Attest: ______________________
Jean H. Willis, Secretary

STATE OF FLORIDA)
COUNTY OF DADE) ss.

BEFORE ME personally appeared ARTHUR A. ROSEWALL and JEAN H. WILLIS, 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 ____ day of ______, 1976.

(seal)

____
Notary Public

My Commission expires: ______

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CERTIFICATE

I, Jean H. Willis, 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 Burger King International (Canada) Co., Limited, a Florida corporation (Subsidiary Corporation) on the 10th day of March, 1976.

I further certify that this Agreement and Plan of Merger was submitted to the Board of Directors of Burger King Corporation, the Surviving Corporation, on the 19th day of March, 1976, at which meeting the Merger was approved unanimously and the officers of the corporation were directed and authorized to take such action and execute such documents as necessary to implement and complete the Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and caused the seal of said corporation to be hereunto affixed this 15th day of April, 1976.

(Corporate Seal)

Jean H. Willis

Jean H. Willis, Secretary
BURGER KING CORPORATION
a Florida corporation

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