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Merger

Filed 1-5-73

9 pgs.

A-93606 (u)

Agreement of Merger between BURGER
KING CORPORATION, a Fla. corp. and
M.A.W., INC., a Nebraska corp., merging
into and under the name of BURGER KING
CORPORATION, the cont. corp. filed
1/5/73

BURGER KING CORPORATION

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 810-848-8692

December 29, 1972

Secretary of State's Office
State Capitol
Tallahassee, Florida

Attention: Corporations Division

Re: Merger of M.A.W., Inc. a Nebraska corporation
into Burger King Corporation, a Florida corporation

Dear Sir:

Enclosed are Articles of Merger for the corporations referred to above, together with Burger King check for \$25.00, to cover the filing fee and the cost of a Certified Copy of the Merger.

Should there be any problem regarding this merger please call the undersigned collect at 305 274 7244 so that I may expedite the solution.

Very truly yours,

BURGER KING CORPORATION

Jean H. Willis, Secretary to
Raymond J. Ditttrich, General Counsel

jw

Enclosures

FILED
JAN 5 4 23 PM '73
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRIVILEGE TAX	
G. TAX	
FILINGS	15.00
C. COPY	10.00
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	25.00
BALANCE DUE	
REMARKS	

RJD:jw
12/26/72

ARTICLES OF MERGER

The undersigned corporations hereby execute these Articles of Merger for the purpose of merging M.A.W., INC., a Nebraska corporation, (hereinafter "MAW") into BURGER KING CORPORATION, Florida corporation (hereinafter "Surviving Corporation" or "BKC").

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, 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 MAW into capital stock of the Surviving Corporation shall be as follows:

1. BKC: None of the shares of the One (\$1.00) Dollar per 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. MAW: As all of the issued and outstanding shares of capital stock of MAW 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.

FILED
JAN 5 4 23 PM '73
SECRETARY OF STATE
FLORIDA

ARTICLE IV

Effective Date

The merger shall become effective as of January 4, 1973.

ARTICLE V

Effect of the Merger

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

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 MAW, the proper officers and directors of MAW 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 MAW 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 Nebraska in any proceeding for the enforcement of any obligation of MAW under the laws of Nebraska and in any proceeding for the enforcement of the rights of a dissenting stockholder of such corporation organized under the laws of the State of Nebraska against the Surviving Corporation.

The Secretary of State of Nebraska 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 MAW the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of Nebraska with respect to the rights of dissenting stockholders.

ARTICLE VIII

Miscellaneous Provisions

A. The following individuals, who are the present directors and major officers of BKC, the Surviving Corporation, are:

Directors:

<u>Name</u>	<u>Address</u>
James W. McLamore	7360 No. Kendall Dr., Miami, Fla.
Arthur A. Rosewall	7360 No. Kendall Dr., Miami, Fla.
Terrance Hanold	608 2nd Ave. South, Minneapolis, Minn.
Gordon M. Donhowe	608 2nd Ave. South, Minneapolis, Minn.
Robert J. Keith	608 2nd Ave. South, Minneapolis, Minn.
Harvey C. Fruehauf, Jr.	1704 Guardian Bldg., Detroit, Michigan
Thomas H. Wakefield	150 S. E. Second St., Miami, Fla.

Officers:

	<u>Office</u>	<u>Address</u>
Arthur A. Rosewall	President	7360 N. Kendall Dr., Miami, Fla.
L. W. Paszat	Vice Pres.	" "
J. Thos. Brown	Vice Pres.	" "
T. F. Crummey	Treasurer	" "
R. J. Dittrich	Secretary	" "
Jos. T. Meyer	Asst. Secy.	" "

B. 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.

C. Until the completion of the merger, MAW 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.

D. 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 MAW, INC.

E. 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.

F. The foregoing Plan of Merger was unanimously approved by the Board of Directors of the Surviving Corporation.

IN WITNESS WHEREOF, MAW, pursuant to the approval and authority duly given by resolution adopted by its Board 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 J. Brownell*
President

Attest: *Joseph J. Meyer*
Asst. Secretary

(SEAL)

M.A.W., INC.
a Nebraska Corporation

By: *Arthur J. Brownell*
President

Attest: *Joseph J. Meyer*
Asst. Secretary

(SEAL)

MAW INC
SECRETARY
1969
NEBRASKA

This Agreement and Plan of Merger was submitted to the stockholders of MAW and the Surviving Corporation as provided by law, and all of the outstanding shares of the capital stock of MAW 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 Corpora- tion: Common	567,548	567,548	567,548	-0-
Class "B" Common	500,000	500,000	500,000	-0-
 M. A. W., Inc. Common	 20,100	 20,100	 20,100	 -0-

Having been executed and adopted separately by each party to the Merger, MAW and BKC, the Surviving Corporation, in accordance with the corporation laws of their respective states, the President (or Vice-President) and Secretary (or Assistant Secretary) of MAW 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 MAW and the Surviving Corporation, on this 28th day of December, 1972.

M. A. W., INC.
a Nebraska corporation

By: Arthur A. Rosewall
Arthur A. Rosewall, President

Attest: Joseph T. Meyer
Jos. T. Meyer, Asst. Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, personally appeared Arthur A. Rosewall and Joseph T. Meyer, 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 M.A.W., INC., a Nebraska 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 28th day of December, 1972.

My Commission expires: 1-7-74

John H. Willis
Notary Public

BURGER KING CORPORATION
a Florida corporation

By: Arthur A. Rosewall
Arthur A. Rosewall, President

Attest: Joseph T. Meyer
Joseph T. Meyer, Asst. Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, personally appeared Arthur A. Rosewall and Joseph T. Meyer, 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 BURGER KING CORPORATION, a Florida 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 28th day of December, 1972.

My Commission Expires: 1-7-74

Jean H. Williams
Notary Public