

193606

Merger

Filed 12-26-74

9 pgs.

December 16, 1974

Office of the Secretary of State
Corporations Division
The Capitol
Tallahassee, Florida 32304

DEC 31 1 - 24300 ***+20.00

DEC 31 1 - 24200 ***+15.00

Re: Merger of DINING, INC. into BURGER KING CORPORATION

Gentlemen:

Enclosed are two copies of a Merger Agreement in which Dining, Inc., a Connecticut corporation, is merged into Burger King Corporation, a Florida corporation, with Burger King Corporation as the surviving corporation. Also enclosed is Burger King's check in the amount of \$35.00 to cover the filing fee and the cost of two (2) Certified Copies.

You will notice that the shares of stock listed are not the same as those on record currently. The merger is effective -- for accounting purposes only -- as of May 31, 1973 and the stock shown is as of that date.

Should you have any questions, please call me at (305) 274 7244.

Very truly yours,

BURGER KING CORPORATION

Jean H. Willis
(Mrs) Jean H. Willis
Secretary

JW:
Encs.

DEC 25 1 27 PM '74
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. TAX	15
FILING	
R. AGENT	
C. COPY	20
TOTAL	35
RECEIVED	
RECORD	
PHOTO COPY	

200-274
A-936



Dorothy W. Glisson
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

Burger King Corporation
7360 N. Kendall Drive
Miami, FL

ATT: JEAN H. WILLIS

904/488-2140
(TOLL) 810/931-3677

Please refer to this number for future correspondence
regarding this corporation

Dec 27, 1974
A-93606

Subject: MERGE DINING, INC. A CONNECT. CORP. INTO & UNDER THE NAME
OF BURGER KING CORPORATION

This will acknowledge receipt of the following
documents for the above captioned corporation:

- ☒ 1. Check in the amount of \$ 35.
- ☐ 2. Articles of Incorporation
- ☐ 3. Amendment to Articles of Incorporation
- ☒ 4. Articles of Merger or Consolidation
- ☐ 5. Certificate of Withdrawal received and filed
- ☐ 6. Limited Partnership
- ☐ 7. Trademark Application

Enclosed please find:

- ☒ 1. Certified Copy (ies) TWO
- ☐ 2. Certificate under Seal
- ☐ 3. Photocopy (ies)
- ☐ 4. A refund of \$ will be forwarded later
- ☒ 5. Enclosures or details of filing:
- ☐ 6. Other

Filed: 12-26-74

Sincerely,

Dorothy W. Glisson
Secretary of State

By *Nettie F. Sims*
Nettie F. Sims, Chief
Bureau of Corporation Records

NFS/ dg

Enclosures

ARTICLES OF MERGER

The undersigned corporations hereby execute these Articles of Merger for the purpose of merging DINING, INC., a Connecticut corporation (hereinafter "Constituent Corporation"), into BURGER KING CORPORATION, a Florida corporation (hereinafter "Surviving Corporation" or "BKC").

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

<u>Corporation</u>	<u>Authorized Shares</u>	<u>Outstanding Shares</u>
Burger King Corporation-Common	1,000,000	557,548
" " - Class B Common	500,000	500,000
Dining, Inc.	100	100

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

The Board of Directors of the Constituent Corporation and BKC deem it desirable and in the best interest of the corporations and their stockholders that the Constituent Corporation 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 corporation 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. 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:

Dec 25 1 27 PM '74
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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 Corporation: As all of the issued and outstanding shares of capital stock of the Constituent 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 upon the date of filing with the Secretary of State of the State of Florida or, with regard to the Constituent Corporation, as of the effective date as provided under the laws of the State of Connecticut 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 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 Constituent Corporation, and all property, real, personal and mixed and all debts due to the Constituent Corporation, on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to the 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 the Constituent Corporation shall hereafter be as effectually the property of the Surviving Corporation as they were of the Constituent Corporation. The title to any and all real estate vested by deed or otherwise in the Constituent 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 Constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the merger, and the Constituent Corporation may be deemed to continue in existence in order to preserve the same, and all debts, liabilities, obligations and duties of the 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 Corporation shall in any manner impair the rights of any creditor or creditors of said Constituent Corporation.

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, or record or otherwise, in the Surviving Corporation the title to any property or rights of the Constituent Corporation, the proper officers and directors of such Constituent 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 Constituent 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 incorporation of the Constituent Corporation 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 Corporation shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept services 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, Miami, Florida 33152.

The Surviving Corporation will promptly pay to the dissenting stockholders of the Constituent Corporation 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

<u>Name</u>	<u>Address</u>
James W. McLamore	7360 North Kendall Drive, Miami, Fl.
Arthur A. Rosewall	7360 North Kendall Drive, Miami, Fl.
Terrance Hanold	608 Second Ave. So., Minneapolis, Mn.
Gordon M. Donhowe	608 Second Ave. So., Minneapolis, Mn.
Robert J. Keith	608 Second Ave. So., Minneapolis, Mn.
Harvey C. Fruehauf, Jr.	1704 Guardian Building, Detroit, Mich.
Thomas H. Wakefield	150 S. E. Second St., Miami, Fl.

Officers

Arthur A. Rosewall	President	7360 N. Kendall Dr., Miami, Fl.
Wm. J. Bradford	Vice Pres.	" " "
L. W. Paszat	Vice Pres.	" " "
	Adm. & Finance	" " "
R. J. Dittrich	Secretary	" " "
Thos. F. Crummev	Treasurer	" " "
Michael W. Boyd	Asst. Secretary	" " "

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 520783, Biscayne Annex, Miami, Florida/ 7360 North Kendall Drive, Miami, Florida, 33156

D. Until the completion of the merger, the Constituent Corporation 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 Dining, Inc.

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 Corporation, pursuant to the approval and authority duly given by resolution adopted by its Board of Directors and Stockholder, 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

By: [Signature]

Vice President

Attest: [Signature]

Assistant Secretary

(SEAL)

Continuation of signature page, Merger Document

DINING, INC.

By: R. J. Dillman

Vice President

Attest: Michael W. Boyd

Secretary

(SEAL)

This Agreement and Plan of Merger was submitted to the stockholders of the Constituent Corporation and the Surviving Corporation as provided by law, and all of the outstanding shares of the capital stock of the Constituent Corporation 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-
BKC-Class B Common	500,000	500,000	500,000	-0-
Dining, Inc.	100	100	100	-0-

Having been executed and adopted separately by each party to the merger, the Constituent Corporation 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 the constituent corporation 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 Corporation and the Surviving Corporation on this 15th day of November, 1974.

BURGER KING CORPORATION,
a Florida corporation

By: W. J. Bradford

Vice President

Attest: Michael W. Boyd

Michael W. Boyd, Assistant Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, personally appeared W. J. Bradford and Michael W. Boyd, to me well known and known 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 15th day of November, 1974.

My Commission expires: 1-7-78

Jean H. Willis
Notary Public

DINING, INC.
a Connecticut corporation.

By: R. J. Dittrich

R. J. Dittrich, Vice President

Attest: Michael W. Boyd

Michael W. Boyd, Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, personally appeared R. J. Dittrich and Michael W. Boyd, 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 Secretary of DINING, INC., a Connecticut corporation, and severally acknowledged to and before me that they executed such Agreement as such Vice 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, 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 15th day of November, 1974.

My Commission Expires 1-7-78

Jean H. Willis
Notary Public