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Merger
Filed 1-10-73

13 pgs.

A-93606 (v)

Agreement of Merger among BURGER KING CORPORATION, a Florida corporation, KNOX B KING, INC., WEST KNOX B KING, INC., EAST KNOX B KING, INC., O.R. KNOX B KING, INC., SOUTH KNOX B KING, INC., and EASTERN B KING, INC., all Tennessee corporations, merging into and under the name of BURGER KING CORPORATION, the continuing corporation, under the Laws of the State of Florida, filed on the 18 1/10/73

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 810-848-6692

December 29, 1972

Secretary of State's Office
Corporations Division
State Capitol Building
Tallahassee, Florida

Re: Merger of Knox B King, Inc., West Knox B King, Inc.,
East Knox B King, Inc., O.R. Knox B King, Inc.,
South Knox B King, Inc. and Eastenn B King, Inc., all
Tennessee corporations, into Burger King Corporation,
a Florida corporation

JAN -83 ? - 87800 ****15.00

Dear Sir:

Attached is an originally executed copy of Articles of Merger
for the above, together with Burger King Corporation 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

Handwritten: Jean H. Willis
Jean H. Willis, Secretary to
Raymond J. Dittich, General Counsel

jw
Enclosures

DEBIT AND CREDIT	
DEBIT	
FILED	15.00
SEARCH	10.00
TOTAL	25.00
BALANCE DUE	
REFUND	

JW
12/28/72

ARTICLES OF MERGER

The undersigned corporations hereby execute these Articles of Merger for the purpose of merging KNOX B KING, INC., WEST KNOX B KING, INC., EAST KNOX B KING, INC., O.R. KNOX B KING, INC., SOUTH KNOX B KING, INC., and EASTENN B KING, INC., all Tennessee 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:

<u>Corporation</u>	<u>Authorized Shares</u>	<u>Outstanding Shares</u>
Burger King Corporation		
Common	1,000,000	567,548
Class "B" Common	500,000	500,000
Knox B King, Inc.	1,000	150
West Knox B King, Inc.	1,000	90
East Knox B King, Inc.	1,000	112-1/2
O. R. Knox B King, Inc.	1,000	550
South Knox B King, Inc.	1,000	500
Eastenn B King, Inc.	1,000	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 corporations 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 as of January 10, 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 338, Kendall Branch, 7360 North Kendall Drive, Miami, Florida 33156.

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 or 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 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
Robert J. Keith	608 Second Avenue South Minneapolis
Harvey C. Fruehauf, Jr.	1704 Guardian Building, Detroit
Thomas H. Wakefield	150 S. E. Second Street, Miami

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Arthur A. Rosewall	President	7360 N. Kendall Drive, Miami
J. Thomas Brown	Senior Vice President	7360 N. Kendall Drive, Miami
L. W. Paszat	Vice President Administration & Finance	7360 N. Kendall Drive, Miami
R. J. Dittrich	Secretary	7360 N. Kendall Drive, Miami
Thomas F. Crummey	Treasurer	7360 N. Kendall Drive, Miami
Joseph T. Meyer	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 P. O. Box 338, Kendall Branch, 7360 North Kendall Drive, Miami, Florida 33156.

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 Knox B King, Inc., West Knox B King, Inc., East Knox B King, Inc., O. R. Knox B King, Inc., South Knox B King, Inc. and Eastern B King, 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 corporations, pursuant to the approval and authority duly given by resolution adopted by their respective Boards 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 (BKC)

Jean H. Willis
Patricia A. Dunnick

By: Arthur Rosewall
President
Attest: Joseph H. Meyer
Assistant Secretary
(SEAL)

KNOX B KING, INC.

Jean H. Willis
Patricia A. Dunnick

By: Arthur Rosewall
President
Attest: Joseph H. Meyer
Assistant Secretary
(SEAL)

WEST KNOX B KING, INC.

Jean H. Willis
Patricia A. Dunnick

By: Arthur Rosewall
President
Attest: Joseph H. Meyer
Assistant Secretary
(SEAL)

EAST KNOX B KING, INC.

James H. Wallis
Patricia A. Dunnick

By: Arthur A. Rosewell
President
Attest: Joseph H. King
Assistant Secretary (SEAL)

O. R. KNOX B KING, INC.

James H. Wallis
Patricia A. Dunnick

By: Arthur A. Rosewell
President
Attest: Joseph H. King
Assistant Secretary (SEAL)

SOUTH KNOX B KING, INC.

James H. Wallis
Patricia A. Dunnick

By: Arthur A. Rosewell
President
Attest: Joseph H. King
Assistant Secretary (SEAL)

EASTENN B KING, INC.

James H. Wallis
Patricia A. Dunnick

By: Arthur A. Rosewell
President
Attest: Joseph H. King
Assistant Secretary (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	567,548	567,548	567,548	-0-
Class "B" Common	500,000	500,000	500,000	-0-
Knox B King, Inc.	150	150	150	-0-
West Knox B King, Inc.	90	90	90	-0-
East Knox B King, Inc.	112 1/2	112 1/2	112 1/2	-0-
O. R. Knox B King, Inc.	550	550	550	-0-
South Knox B King, Inc.	500	500	500	-0-
Eastenn B King, Inc.	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 28th day of December, 1972.

BURGER KING CORPORATION,
a Florida corporation

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

Attest: Joseph T. Meyer
Joseph T. Meyer, Ass't 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

John W. Willis
Notary Public

KNOX B KING, INC.,
a Tennessee corporation

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

Attest: Joseph T. Meyer
Joseph T. Meyer, Ass't 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 KNOX B KING, INC., a Tennessee 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 29th day of December, 1972.

My commission expires: 1-7-74

Jean H. Miller
Notary Public

WEST KNOX B KING, INC.,
a Tennessee corporation

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

Attest: Joseph T. Meyer
Joseph T. Meyer, Ass't Secretary

(Corporate Seal)

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 WEST KNOX B KING, INC., a Tennessee 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 29th day of December, 1972.

My commission expires: 1-7-74

Jean H. Miller
Notary Public

EAST KNOX B KING, INC.
a Tennessee 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 EAST KNOX B KING, INC., a Tennessee 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. Willis
Notary Public

O. R. KNOX B KING, INC.
a Tennessee 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 O. R. KNOX B KING, INC., a Tennessee 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. Willis
Notary Public

SOUTH KNOX B KING, INC.,
a Tennessee corporation

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

Attest: Joseph T. Meyer
Joseph T. Meyer, Ass't 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 SOUTH KNOX B KING, INC., a Tennessee 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. Willis
Notary Public

EASTENN B KING, INC.,
a Tennessee corporation

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

Attest: Joseph T. Meyer
Joseph T. Meyer, Ass't Secretary

(Corporate Seal)

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 EASTENN B KING, INC., a Tennessee 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.

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Jean H. Willis
Notary Public