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Merger
Filed 5-29-86

9pgs.

193606

ARTICLES OF MERGER
FLORIDA PROFIT CORPORATIONS

BK-CK, INC.
(Document #PC9304)

-----merging into-----

BURGER KING CORPORATION

Surviving Document Number: 193606

File Date: May 29, 1986

Chapter 8 Only

Rogers, Towers, Bailey, Jones & Gay, P.A.

Requestor's Name

118 1/2 East Jefferson Street

Address

Tallahassee, FL

32301

222-7200

City

State

ZIP

Phone #

PLEASE CALL CONNIE OR PAT IF ANY PROBLEMS
CORPORATION'S NAME

VALIDATION ONLY

006 0754 5/30/86

30.00

006 0754 5/30/86

15.00

006 0754 5/30/86

15.00

BK-CH, Inc.

merging into

Burger King Corporation

☐ PROFIT

☐ NON PROFIT

☐ AMENDMENT

☒ MERGER

☐ FOREIGN

☐ DISSOLUTION

☐ MARK

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ RESERVATION

☐ REINSTATEMENT

☐ OTHER

☒ CERTIFIED COPY

☐ PHOTO COPIES

☐ CERTIFICATE UNDER SEAL

☒ WALK IN

☐ WILL WAIT

☒ PICK UP

☐ MAIL OUT

☐ CALL

☐ AFTER 4:30

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5/29/86
3:00

CHARTER TAX STAMP Please call me with
C. TAX FILING 30 the fee.

R. AGENT FEE

C. COPY 15

TOTAL 45

N. BANK

BALANCE DUE

REFUND

Thanks!

Connie

CR2E031 (R4-84)

FILED
MAY 29 PM 12:44
TALLAHASSEE, FLORIDA

FILED

1986 MAY 29 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

BK-CH, INC.

INTO

BURGER KING CORPORATION

Pursuant to Section 607.227 of the Florida General Corporation Act, the undersigned corporations adopt the Articles of Merger:

FIRST: Burger King Corporation (the "Surviving Corporation"), is a corporation organized under the laws of the State of Florida owning all of the shares of BK-CH, Inc. (the "Subsidiary Corporation"), a corporation organized under the laws of the State of Delaware.

SECOND: The following plan of merger was approved by resolution of the Executive Committee of Burger King Corporation on May 22, 1986.

THIRD: The number of outstanding shares of each class of the Subsidiary Corporation and the number of shares of each class owned by the Surviving Corporation is:

<u>CLASS</u>	<u>PAR VALUE</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>NO. OF SHARES OWNED BY SURVIVING CORPORATION</u>
BK-CH, Inc. Common	\$1.00	100	100

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

1. Surviving Corporation: None of the shares of the One Dollar (\$1.00) par value Common Stock of the Surviving Corporation 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: All of the issued and outstanding shares of capital stock of the Subsidiary Corporation are owned by the Surviving Corporation. 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.

FOURTH: The mailing of the plan of merger to the shareholder of the subsidiary corporation was waived by the sole shareholder, Burger King Corporation.

FIFTH: The merger shall be effective upon the date of filing with the Secretary of State of Florida.

SIXTH: The Certificate of Incorporation and By-Laws of the Surviving Corporation 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 the Surviving Corporation 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 the Surviving Corporation as a result of this merger.

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SEVENTH: The Surviving Corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the Subsidiary Corporation which is a party to the merger.

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: ROBERT H. SORENSEN, General Counsel, Burger King Corporation, 7360 North Kendall Drive, Miami, Florida 33156.

EIGHTH: Upon the effective date of the merger, BK-CH, INC., the Subsidiary Corporation, shall cease to exist separately and shall be merged with and into Burger King Corporation, with Burger King Corporation 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

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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 is necessary or desirable to vest, perfect or confirm, in the Surviving Corporation, of record or otherwise, 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.

BURGER KING CORPORATION

By: _____

Jay O. Darling
Jay O. Darling
President,
Burger King Corporation

Attest: _____

David J. Gordon
David J. Gordon
Assistant Secretary
(Corporate Seal)

EX-CH, INC.

By: _____

Robert S. Hill
Robert S. Hill
Vice President,
Corporate Development

Attest: _____

Robert H. Sorensen
Robert H. Sorensen
Assistant Secretary
(Corporate Seal)

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, personally appeared JAY O. DARLING and DAVID J. GORDON, to me well known, and known to me to be the individuals described in and who executed the foregoing Articles of Merger, as President, Burger King Corporation and as Assistant Secretary of BURGER KING CORPORATION, a Florida corporation, and severally acknowledged to and before me that they executed such Articles of Merger as such President, Burger King Corporation and as such 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 Articles of Merger by due and regular corporate authority, that said Articles of Merger are the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 28th day of May, A.D. 1986.

Bess B. Wilson
Notary Public

My Commission Expires: _____

(Seal)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 16 1987

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, personally appeared ROBERT S. HILL and ROBERT H. SORENSEN, to me well known, and known to me to be the individuals described in and who executed the foregoing Articles of Merger, as Vice President, Corporate Development and as Assistant Secretary of BK-CH. INC., a Delaware corporation, and severally acknowledged to and before me that they executed such Articles of Merger as such Vice President, Corporate Development and as such 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 Articles of Merger by due and regular corporate authority, that said Articles of Merger are the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 28th day of May, A.D. 1986.

Bess B. Wilson
Notary Public

My Commission Expires: _____

(Seal)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 16 1987

Board2:62