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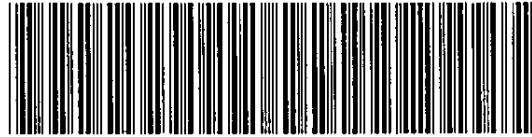
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DIVISION OF CORPORATIONS
10 SEP 29 PM 4:55

EFFECTIVE DATE 10/1/2010

10/04/10--01001--019 **8.75

CORAMER

B. KOHR

OCT - 1 2010

EXAMINER



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 878 5368 fax
www.ctlegalsolutions.com

September 29, 2010

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

EFFECTIVE DATE 10/1/2010

FILED
DEPT. OF STATE
DIVISION OF CORPORATIONS
10 SEP 29 PM 4:55

Re: Order #: 7952215 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Burger King Corporation (FL)
Merger (Survivor)
Florida

Burger King Corporation (FL)
Obtain Document - Misc - Certified copy of merger.
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Burger King Corporation
Name of Surviving Party

FILED
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DIVISION OF CORPORATIONS
10 SEP 29 PM 4:55

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Lisa Giles-Klein

Contact Person

Burger King Corporation

Firm/Company

5505 Blue Lagoon Drive

Address

Miami, FL 33126

City, State and Zip Code

lgiles@whopper.com

E-mail address: (to be used for future annual report notification)

EFFECTIVE DATE 10/1/2010

For further information concerning this matter, please call:

Lisa Giles-Klein

Name of Contact Person

at (305)

378-7581

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**CERTIFICATE OF MERGER
OF
BURGER KING CORPORATION,
A Florida corporation
AND
BK CARD COMPANY, LLC,
A Florida limited liability company**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 29 PM 4:55

EFFECTIVE DATE 10/1/2010

Pursuant to sections 607.1108 and 607.1109 of the Florida Business Corporation Act (the "FBCA") and section 608.4382 of the Florida Limited Liability Company Act (the "Act"), BURGER KING CORPORATION, a Florida corporation (the "Surviving Corporation"), and BK CARD COMPANY, LLC, a Florida limited liability company (the "Merging Company") adopted on the 21st day of September, 2010, the following Certificate of Merger for the purpose of effecting a merger in accordance with the FBCA and the Act and hereby certify as follows:

FIRST: That the name, street address of its principal office, jurisdiction and entity type of the Merging Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BK Card Company, LLC 5505 Blue Lagoon Drive Miami, FL 33126	Florida L070000098175	Limited Liability Company

SECOND: That the name, street address of its principal office, jurisdiction and entity type of the Surviving Corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Burger King Corporation 5505 Blue Lagoon Drive Miami, FL 33126	Florida	Corporation

THIRD: The Plan of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, providing for the merger of the Merging Company with and into the Surviving Corporation, was approved by each domestic entity in accordance with the applicable provisions of Chapters 607 of the FBCA and Chapter 608 of the Act.

FOURTH: Pursuant to Sections 607.1103 and 607.1108 of the FBCA, and Section 608.4381 of the Act, the Plan of Merger was adopted by the Joint Written Consent of the Sole Member and Managers of the Merging Company dated September 21, 2010 and the Joint Written Consent of the Sole Shareholder and Directors of the Surviving Corporation dated September 21, 2010.

FIFTH: The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Surviving Corporation or by the Articles of Organization or Operating Agreement of the Merging Company.

SIXTH: The merger shall become effective at 12:01 a.m. on October 1, 2010.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be signed on their behalf by their respective authorized representatives on this 27th day of September, 2010.

Burger King Corporation,
A Florida corporation

By: Lisa Giles-Klein
Name: Lisa Giles-Klein
Title: Assistant Secretary

BK Card Company, LLC,
A Florida limited liability company

By: Lisa Giles-Klein
Name: Lisa Giles-Klein
Title: Assistant Secretary

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is hereby adopted by and between **BK CARD COMPANY, LLC**, a Florida limited liability company (the "Merging Company"), and **BURGER KING CORPORATION**, a Florida corporation (the "Surviving Corporation"), for the purpose of merging the Merging Company with and into the Surviving Corporation (the "Merger").

NOW, THEREFORE, the Merging Company and the Surviving Corporation hereby approve and adopt this Plan of Merger providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and by Section 608.4381 of the Florida Limited Liability Company Act (the "FLLCA") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Time (as defined herein) of the Merger, the Merging Company shall be merged with and into the Surviving Corporation. Immediately thereafter, the separate corporate existence of the Merging Company shall cease. The Merger shall become effective at 12:01 a.m. on October 1, 2010 (the "Effective Time"). The Merger was approved by the Merging Company in accordance with Chapter 608, Florida Statutes, and was approved by the Surviving Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of the Surviving Corporation and all members of the Merging Company have consented to the Merger.

2. Cancellation of Membership Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All of the membership interests in the Merging Company outstanding immediately prior to the Effective Time shall be cancelled without any consideration being paid therefor.

(b) Each share of the Surviving Corporation's common stock outstanding immediately prior to the Effective Time will continue to represent one share of common stock of the Surviving Corporation.

3. Liquidation. The Plan of Merger also is intended to accomplish the liquidation of the Merging Company. The Merging Company's sole member is Burger King Corporation, a Florida corporation (the "Parent Corporation"). Because the Surviving Corporation is also the Parent Corporation, it is intended that the Merger be treated for U.S. federal income tax purposes as a complete liquidation of the Merging Company into the Parent Corporation.

4. Articles of Incorporation. The Amended and Restated Articles of Incorporation (the "Articles of Incorporation") of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

5. Bylaws. The Amended and Restated Bylaws (the "Bylaws") of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Bylaws of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

6. Officers and Directors. The persons who are officers and directors of the Surviving Corporation immediately prior to the Effective Time shall continue to be officers and directors of the Surviving Corporation.

7. Directors of Surviving Corporation. The names and addresses of the directors of the Surviving Corporation are as follows:

John W. Chidsey
Burger King Corporation
5505 Blue Lagoon Drive
Miami, FL 33126

Ben K. Wells
Burger King Corporation
5505 Blue Lagoon Drive
Miami, FL 33126

Anne Chwat
Burger King Corporation
5505 Blue Lagoon Drive
Miami, FL 33126

Peter C. Smith
Burger King Corporation
5505 Blue Lagoon Drive
Miami, FL 33126

8. Name. The name of the Surviving Corporation is **Burger King Corporation.**

9. Address. The address of the Merging Company is:

5505 Blue Lagoon Drive
Miami, FL 33126

The address of the Surviving Corporation is and shall be maintained at:

5505 Blue Lagoon Drive
Miami, FL 33126

10. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Corporation shall continue at:

1200 South Pine Island Road
Plantation, FL 33324

The name of the Registered Agent of the Surviving Corporation at that address shall continue to be:

CT Corporation

11. Succession. At the Effective Time, the separate existence of the Merging Company shall cease, and the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the Merging Company, and all property, real, personal and mixed, and all debts due to the Merging Company on whatever account and all other things in action, shall be vested in the Surviving Corporation.

12. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the merger under the provisions of the laws of the State of Florida.

13. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in the Surviving Corporation the title to any property or rights of the Merging Company or to otherwise carry out the provisions hereof, the proper officers and directors of the Merging Company, as of the Effective Time of the Merger, shall execute and deliver any and all proper assignments and assurances in law and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and to otherwise carry out the provisions hereof.

14. Abandonment or Amendment. At any time prior to the filing of the Certificate of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

15. Approval. This Plan of Merger has been approved by, and the execution and delivery thereof authorized by, the sole member and the managers of the Merging Company and by the sole shareholder and the directors of the Surviving Corporation.

16. Costs. All costs in connection with this Plan of Merger will be paid by the Surviving Corporation.

17. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of

appropriate Certificate of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan of Merger.

18. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

19. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan of Merger.

IN WITNESS HEREOF, the undersigned have caused this Plan of Merger to be signed on their behalf by their respective authorized representatives on this 21st day of September 2010.

BK CARD COMPANY, LLC,
A Florida limited liability company

By: Lisa Cohen-Klein
Name: Lisa Cohen-Klein
Title: Assistant Secretary

BURGER KING CORPORATION,
A Florida corporation

By: Lisa Cohen-Klein
Name: Lisa Cohen-Klein
Title: Assistant Secretary