

193606

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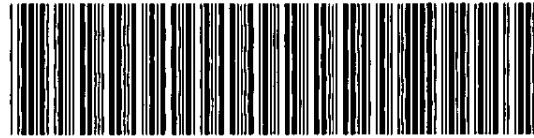
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merger

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2015 FEB -9 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AR
2/10/15

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 493942 4338256

AUTHORIZATION :

[Signature]

COST LIMIT : \$70.00

ORDER DATE : February 6, 2015

ORDER TIME : 9:30 AM

ORDER NO. : 493942-010

CUSTOMER NO: 4338256

ARTICLES OF MERGER

BLUE MERGER SUB2, INC.

INTO

BURGER KING CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
BURGER KING CORPORATION,
A Florida corporation
AND
BLUE MERGER SUB2, INC.,
A Delaware corporation

FILED
2015 FEB -9 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1105 of the Florida Business Corporation Act (the "FBCA") and section 251(c) of the Delaware General Corporation Law (the "DGCL"), Burger King Corporation, a Florida corporation (the "Surviving Corporation"), and Blue Merger Sub2, Inc., a Delaware corporation (the "Merging Company") adopted on the 6th day of February, 2015, the following Certificate of Merger for the purpose of effecting a merger in accordance with the FBCA and the DGCL 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>Document Number</u>	<u>Entity Type</u>
Blue Merger Sub2, Inc. 5505 Blue Lagoon Drive Miami, FL 33126	Delaware	5686516	Corporation

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>Document Number</u>	<u>Entity Type</u>
Burger King Corporation 5505 Blue Lagoon Drive Miami, FL 33126	Florida	193606	Corporation

THIRD: The Plan of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein as Exhibit A, 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 the FBCA and of the DGCL.

FOURTH: Pursuant to the FBCA, and the DGCL, the Plan of Merger was adopted by the Written Consent of the Sole Shareholder and Directors of the Merging Company dated February 6, 2015 and the Written Consent of Sole Shareholder and Directors of the Surviving Corporation dated February 6, 2015.

FIFTH: The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or Bylaws of the Surviving Corporation or by the Certificate of Incorporation or Bylaws of the Merging Company.

SIXTH: The Articles of Incorporation of the surviving corporation shall be amended and restated to read in its entirety as Exhibit B attached hereto.

SEVENTH: This Certificate of Merger shall be effective at 9:00AM Eastern Standard Time on February 9, 2015.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be signed on their behalf by their respective authorized representatives on this 6th day of February, 2015.

Burger King Corporation,
A Florida corporation

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

Blue Merger Sub2, Inc.,
A Delaware corporation

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

Exhibit A

Plan of Merger

AGREEMENT AND PLAN OF MERGER

OF

**BLUE MERGER SUB2, INC.,
(a Delaware corporation)**

AND

**BURGER KING CORPORATION
(a Florida corporation)**

THIS AGREEMENT AND PLAN OF MERGER effective as of 9:00AM Eastern Standard Time on February 9, 2015, and approved on February 6, 2015 by Blue Merger Sub2, Inc., a business corporation of the State of Delaware ("US Merger Sub2"), and by resolution adopted by its Board of Directors on said date, and approved on February 6, 2015 by Burger King Corporation, a business corporation of the State of Florida ("BKC"), and by resolution adopted by its Board of Directors on said date.

WHEREAS, US Merger Sub2 is a business corporation of the State of Delaware with its registered office therein located at The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801; and

WHEREAS, the total number of shares of common stock to which US Merger Sub2 has authority to issue is 100, all of which are of one class and of a par value of \$0.01 per share; and

WHEREAS, BKC is a business corporation of the State of Florida with its registered office therein located at CT Corporation System, 1200 S. Pine Island Road, Plantation, FL 33324; and

WHEREAS, the total number of shares of common stock to which BKC has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01; and

WHEREAS, for United States federal income tax purposes, the parties intend and agree that the Merger is part of a series of transactions that will be ignored as each step of the transactions (including the formation of US Merger Sub 2) is a transitory step in an integrated plan pursuant to which, under applicable United States federal income tax principles, such transactions result in no substantive changes to the assets or liabilities of any of the parties to such transactions or their affiliates; and

WHEREAS, US Merger Sub2 and BKC and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge US Merger Sub2 with and into BKC pursuant to the provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of US Merger Sub2 and duly approved by a resolution adopted by the Board of Directors of BKC, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. US Merger Sub2 and BKC shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act, be merged with and into a single corporation, to wit, BKC, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act (the "Merger").

The Merger shall become effective as of 9:00AM Eastern Standard Time on February 9, 2015 (the "Effective Time").

The separate existence of US Merger Sub2, which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of BKC as in effect immediately prior to the Effective Time shall be amended and restated as set forth on Exhibit B of the Certificate of Merger, and as so amended and restated, shall be the Certificate of Incorporation of the surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. At the Effective Time, by virtue of the Merger and without any action on the part of Burger King Holdings, Inc. (the sole holder of the shares of common stock of US Merger Sub2 and BKC), which are issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished in exchange for 10,000 shares of BKC.

6. In the event that this Agreement of Merger shall have been fully adopted on behalf of the terminating corporation and of the surviving corporation in accordance with the

provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

* * * * *

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed
upon behalf of each of the constituent corporations' parties thereto.

BLUE MERGER SUB2, INC.

By: Lisa Giles-Klein

Name: Lisa Giles-Klein

Title: Assistant Secretary

BURGER KING CORPORATION

By: Lisa Giles-Klein

Name: Lisa Giles-Klein

Title: Assistant Secretary

Exhibit B

Second Amended and Restated Articles of Incorporation

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BURGER KING CORPORATION**

Original Articles of Incorporation filed with
the Florida Secretary of State on June 2, 1956

ARTICLE I

The name of the corporation is BURGER KING CORPORATION (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 5505 Blue Lagoon Drive, Miami, Florida 33126. The street address of the Corporation's registered office is 1200 S. Pine Island Road, City of Plantation, County of Broward State of Florida, 33324 and the name of its registered agent at such office is CT Corporation System.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act (the "FBCA").

ARTICLE IV

The aggregate number of shares of all classes of capital stock that the Corporation shall have the authority to issue is twenty thousand (20,000) shares of common stock, \$0.01 par value per share. All such shares are to be of one class.

ARTICLE V

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and of its directors and shareholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws of the Corporation. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have powers without the assent or vote of the shareholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the shareholders or at any meeting of the shareholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of shareholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Florida, of these Articles, and to any by-laws from time to time made by the shareholders; provided, however, that no bylaws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

ARTICLE VI

This Corporation shall, to the fullest extent permitted by applicable law indemnify and shall advance expenses on behalf of all persons whom it may indemnify pursuant thereto.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors and officers are subject to this reserved power.

ARTICLE VIII

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by applicable law.

ARTICLE IX

The Corporation expressly elects not to be governed by Section 607.0901 of the FBCA