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Date: **December 23, 2019**

Account#: I20000000088

Name: **ERIC HOOD**

Reference #: **1168420**

Entity Name: **BURGER KING CORPORATION**

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

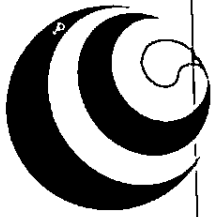
☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other **Certified Copy**

Authorized Amount: **\$43.75**

Signature: *Eric Hood*



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

Burger King Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on June 2, 1956.

2. The Third Amended and Restated Articles of Incorporation set forth herein have been duly adopted by unanimous written consent of the Board of Directors of the Corporation, dated December 23, 2019, and by written consent of the sole shareholder of the Corporation, dated December 23, 2019, in accordance with Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act and the number of votes cast was sufficient for approval.

3. The Second Amended and Restated Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

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 5707 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

(a) Classes of Capital Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares which the Corporation is authorized to issue is (i) ten thousand (10,000) shares of Common Stock, \$0.01 par value per share, and (ii) five thousand (5,000) shares of Preferred Stock, \$0.01 par value per share.

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(b) Provisions Relating to Common Stock.

- (i) Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as set forth in these Articles of Incorporation or a certificate of designations filed to establish the respective series of Preferred Stock.
- (ii) Voting Rights. Each holder of shares of Common Stock shall be entitled to attend all special and annual meetings of the shareholders of the Corporation. On all matters upon which shareholders are entitled or permitted to vote, every holder of Common Stock shall be entitled to cast one (1) vote in person or by proxy for each outstanding share of Common Stock standing in such holder's name on the transfer books of the Corporation.

(c) Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by these Articles of Incorporation may be issued from time to time in one or more series by filing a certificate pursuant to Section 607.0602 of the FBCA. Except as expressly limited by the FBCA, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (i) whether that series or class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (ii) the number of shares constituting that series or class and the distinctive designation of that series;
- (iii) the dividend rate on the shares of that series or class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series or class;
- (iv) whether that series or class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (v) whether or not the shares of that series or class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (vi) whether that series or class shall have a sinking fund for the redemption or purchase of shares of that series or class, and if so, the terms and amount of such sinking fund;

- (vii) the rights of the shares of that series or class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series or class; and
- (viii) any other relative rights, preferences and limitations of that series or 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.

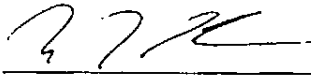
These Third Amended and Restated Articles of Incorporation shall become effective at 5:00 p.m. Eastern Time on December 23, 2019.

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IN WITNESS WHEREOF, for the purposes of amending and restating the Second Amended and Restated Articles of Incorporation of the Corporation pursuant to the Florida Business Corporation Act of the State of Florida, the undersigned has signed these Third Amended and Restated Articles of Incorporation on December 23, 2019.

BURGER KING CORPORATION

By: 
Name: Michele Keusch
Title: Assistant Secretary

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