

328176

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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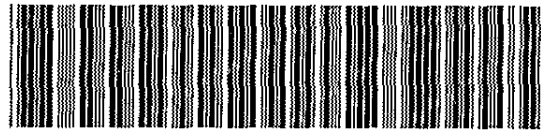
(Business Entity Name)

(Document Number)

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FILED  
03 MAR 21 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*merge  
3/24/03*

**DARDEN**  
RESTAURANTS.

Red Lobster\*

The Olive Garden\*

Bahama Breeze\*

Smokey Bones\*

March 14, 2003

Susan Payne  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Merger documents for seven mergers

Dear Susan:

Enclosed please find a check in the amount of \$420.00 to cover the cost of filing Articles of Merger and Plan of Merger documents for seven mergers involving seven foreign subsidiaries of Florida-based GMRI, Inc.

You may recall that we spoke on Wednesday regarding these documents, since these merger documents were created in 1995, filed in the foreign jurisdictions, but never filed in Florida. I have filled out the forms to the best of my knowledge and attached photocopies of the Articles of Merger and Plan of Merger documents, since no original documents exist, as these files were put on microfiche and the originals destroyed.

Please send the confirmation information to the following address:

Liza Briegel  
Darden Restaurants, Inc.  
5900 Lake Ellenor Drive  
Orlando, FL 32809

Should you have any questions, please call me at (407) 245-4703. Thank you.

Sincerely,



Liza Briegel  
Legal Assistant  
Corporate Secretary's Office

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

GMR MADISON, INC., a nonqualified Wisconsin corp.

RED LOBSTER INNS OF SOUTHERN WISCONSIN, INC., a nonqualified  
Wisconsin corp.

RED LOBSTER INNS OF SUBURBAN MILWAUKEE, INC., a nonqualified  
Wisconsin corp.

INTO

**GMRI, INC.**, a Florida entity, 328176.

File date: March 21, 2003

Corporate Specialist: Susan Payne

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GMRI, Inc. (formerly known as General Mills Restaurants, Inc.)	Florida	328176

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GMR Madison, Inc.	Wisconsin	1R10690
Red Lobster Inns of Southern Wisconsin, Inc.	Wisconsin	1R13250
Red Lobster Inns of Suburban Milwaukee, Inc.	Wisconsin	1R10695

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 1 - - - - (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 3/15/95 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 2/28/95

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
03 MAR 21 PM 2:07  
TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
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Signature

Typed or Printed Name of Individual & Title

Gayle Dean

George Williams, VP and Secretary

Gay T. Wollen

George Williams, President

Gay T. Collins

George Williams, President

Gary T. Wells

George Williams, President

ARTICLES OF MERGER  
OF  
GMR MADISON, INC.  
RED L~~OBSTER~~ INNS OF SOUTHERN WISCONSIN, INC.  
RED LOBSTER INNS OF SUBURBAN MILWAUKEE, INC.  
(Subsidiary Corporations)  
INTO  
GENERAL MILLS RESTAURANTS, INC.  
(Parent Corporation)

STATE OF WISCONSIN  
FILED

MAR 06 1995

DOUGLAS LA FOLLETTE  
SECRETARY OF STATE

<sup>+ 180.1104</sup>  
Pursuant to Section 180.1104 of the Wisconsin Business Corporation Law and Section  
607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following  
Articles of Merger:

FIRST: General Mills Restaurants, Inc. ("GMR") is a corporation organized under the  
laws of the State of Florida owning 100 percent of the shares of GMR Madison, Inc. ("Madison"),  
Red Lobster Inns of Southern Wisconsin, Inc. ("Wisconsin") and Red Lobster Inns of Suburban  
Milwaukee, Inc. ("Milwaukee"), corporations organized under the laws of the State of Wisconsin.

SECOND: The following plan of merger was adopted by the Board of Directors of GMR:

(1) The names of the corporations proposing to merge are GMR, Madison,  
Wisconsin and Milwaukee. GMR, the owner of all of the issued and  
outstanding shares of Madison, Wisconsin and Milwaukee will be the Surviving  
Corporation of this merger.

(2) On the effective date of this merger, Madison, Wisconsin and Milwaukee  
shall be merged into GMR, which shall be the surviving corporation, and  
GMR, on such date, shall merge Madison, Wisconsin and Milwaukee into  
itself. The corporate existence of GMR, with all its purposes, power and  
objects, shall continue unaffected and unimpaired by the merger and, as the  
surviving corporation, shall be governed by the laws of the State of Florida and  
shall succeed to all rights, assets, liabilities and obligations of Madison,

Wisconsin and Milwaukee as set forth in the Business Corporation Act of the State of Florida. The separate existence and corporate organization of Madison, Wisconsin and Milwaukee shall cease upon the effective date of this merger and, thereupon, GMR, Madison, Wisconsin, and Milwaukee shall be a single corporation, to-wit, General Mills Restaurants, Inc. (hereinafter sometimes referred to as the "Surviving Corporation").

On the effective date of this merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Madison, Wisconsin and Milwaukee shall be transferred to, vested in and devolve upon GMR without further act or deed, and all property, rights, and every other interest of GMR, Madison, Wisconsin and Milwaukee shall be as effectively the property of the Surviving Corporation as they were of GMR, Madison, Wisconsin and Milwaukee respectively.

(3) The manner and basis of converting the shares of Madison, Wisconsin and Milwaukee into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property, is as follows:

(a) Each and every share of capital stock of GMR issued and outstanding on the effective date of this merger shall continue to be issued and outstanding shares. Each certificate of GMR shall continue to evidence ownership of the same number of shares of stock of the Surviving Corporation.

(b) Each and every share of capital stock of Madison, Wisconsin and Milwaukee issued and outstanding on the effective date of this merger shall be retired and canceled.

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

<u>Name</u>	<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent</u>
Madison	Common	100	100
Wisconsin	Common	100	100
Milwaukee	Common	100	100

FOURTH: The Plan of Merger was approved in accordance with Section 180.1104<sup>+180.1107</sup> of the Wisconsin Business Corporation Law and Section 607.1104 of the Florida Business Corporation Act.

FIFTH: The mailing of the plan of merger to the shareholders of the subsidiary corporations was waived by the sole shareholder.

SIXTH: The effective date of the merger is March 15, 1995.

SEVENTH: No changes in the Articles of Incorporation of the Surviving Corporation shall be effected by this merger.

Signed this 28<sup>th</sup> day of February, 1995 in Orlando, Florida.

RED LOBSTER INNS OF  
SOUTHERN WISCONSIN, INC.

By: [Signature]  
President

GENERAL MILLS RESTAURANTS, INC.

By: [Signature]  
George T. Williams  
Senior Vice President

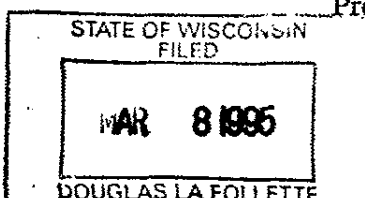
RED LOBSTER INNS OF  
SUBURBAN MILWAUKEE, INC.

By: [Signature]  
President

GMR MADISON, INC.

By: [Signature]  
President

THIS DOCUMENT  
WAS DRAFTED BY: Arts, de Wisconsin





**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>GMRI, Inc.</u> (formerly known as General Mills Restaurants, Inc.)	<u>Florida</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>GMRI Madison, Inc.</u>	<u>Wisconsin</u>
<u>Red Lobster Inns of Southern Wisconsin, Inc.</u>	<u>Wisconsin</u>
<u>Red Lobster Inns of Suburban Milwaukee, Inc.</u>	<u>Wisconsin</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Articles of Merger including a Plan of Merger

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See Attached Articles of Merger