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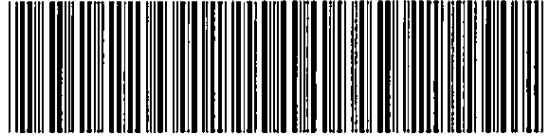
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**DATE: 5/16/18**

**NAME: TIM HORTON'S USA INC.**

**TYPE OF FILING: 2<sup>ND</sup> AMENDED AND RESTATED ARTICLES**

**COST: 43.75**

**RETURN: CERTIFIED COPY PLEASE**

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**ACCOUNT: FCA000000015**

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*Abbie Hodge*

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SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TIM HORTONS USA INC.

Tim Hortons USA Inc. (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 December 20, 2017 and the Amended and Restated Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on May 11, 2018.

2. The Second 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 May 15, 2018, and by written consent of the sole shareholder of the Corporation, dated May 11, 2018, 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 Amended and Restated Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

**Article I.** Name. The name of the Corporation shall be Tim Hortons USA Inc. (the "Corporation").

**Article II.** Principal Address and Mailing Address. The address of the principal office and the mailing address of the Corporation is 5505 Blue Lagoon Drive, Miami, Florida 33126.

**Article III.** Duration. This Corporation shall exist perpetually unless dissolved according to law.

**Article IV.** Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Chapter 607 of the Florida Statutes (the "Act").

**Article V.** Shares.

(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) one billion (1,000,000,000) shares of Common Stock without par value, of which five hundred million (500,000,000) shares shall be designated as Series A Common Stock ("Series A Common Stock") and five hundred million (500,000,000) shares shall be designated as Series B Common Stock ("Series B Common Stock"), and (ii) one billion (1,000,000,000) shares of Preferred Stock, without par value.

(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. Except as provided in this Article V.(b), each share of Series A Common Stock and Series B Common Stock shall have the same relative rights and shall be identical in all respects as to all matters.

- (ii) Voting Rights. Each holder of shares of Series A Common Stock and Series B 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 Series A Common Stock shall be entitled to cast one (1) vote in person or by proxy for each outstanding share of Series A Common Stock standing in such holder's name on the transfer books of the Corporation, and every holder of Series B Common Stock shall be entitled to cast ten (10) votes in person or by proxy for each outstanding share of Series B Common Stock standing in such holder's name on the transfer books of the Corporation. Except as otherwise provided in these Articles of Incorporation or by applicable law, the holders of shares of Series A Common Stock and Series B Common Stock shall vote together as a single class, subject to any voting rights which may be granted to holders of Preferred Stock.
- (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 Act. Except as expressly limited by the Act, 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 VI.** Board of Directors. The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

**Article VII.**    Registered Agent; Street Address. The address of the Corporation's registered office in Florida is 1200 S. Pine Island Road, Plantation, Florida 33324. C T Corporation System is the Corporation's registered agent for service of process at the same address.

**Article VIII.**    Liability and Indemnification.

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.


**Article IX.**    By-Laws. The Board of Directors shall have the power to adopt, make, alter or repeal the by-laws of the Corporation.

These Second Amended and Restated Articles of Incorporation shall become effective at 5:00 p.m. Eastern Time on May 15, 2018.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, for the purposes of amending and restating the 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 Second Amended and Restated Articles of Incorporation on May 15, 2018.

TIM HORTONS USA INC.

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

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for Tim Hortons USA Inc., at the place designated in these Second Amended and Restated Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505.

Dated this 15<sup>th</sup> day of May, 2018

C T Corporation System

By: 

Name: Sharon K. Gray

Title: Assistant Secretary