



# NORTH CAROLINA

## Department of The Secretary of State

**To all whom these presents shall come, Greetings:**

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF MERGER

OF

**BODDIE-NOELL ENTERPRISES, INC.**

the original of which was filed in this office on the 30th day of September, 1992.

**2004076144 00214**



FORSYTH CO, NC FEE \$21.00

PRESENTED & RECORDED:

11-01-2004 03:11 PM

DICKIE C WOOD

REGISTER OF DEEDS

By: SHANNON BOSTIC-GRIFFITH DPTY

BK:RE 2517

PG:1123-1126



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 27th day of October, 2004

*Elaine F. Marshall*

**Secretary of State**

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State of North Carolina  
Department of the Secretary of State

## ARTICLES OF MERGER

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FILED  
9:00 AM

SEP 30 1992

RUFUS L EDMISTEN  
SECRETARY OF STATE

Pursuant to §55-11-05 of the General Statutes of North Carolina the undersigned corporation, as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following Articles of Merger.

1. The name of the surviving corporation is BODDIE-NOELL ENTERPRISES, INC., a corporation organized under the laws of North Carolina; the names of the merged corporations are SKATS RESTAURANTS, INC., ANNIE LOU'S, INC. and BNE LAND & DEVELOPMENT CO., all of which are corporations organized under the laws of North Carolina.
2. Attached is a copy of the Plan of Merger or Share Exchange that was duly adopted in the manner prescribed by law by the boards of directors of each of the corporations participating in the merger.
3. Approval of the merger by the shareholders of the surviving corporation and the shareholders of the merged corporations is not required by Chapter 55 of the North Carolina General Statutes because (a) each of the merged corporations is a 100%-owned subsidiary of the surviving corporation and (b) the Plan of Merger does not provide for any changes in the articles of incorporation of the surviving corporation that require shareholder action.
4. These articles will be effective as of 12:00 P. M. (Midnight) on September 30, 1992.

This the 29th day of September, 1992.

BODDIE-NOELL ENTERPRISES, INC.

By: 

Douglas E. Anderson  
Executive Vice President

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**PLAN OF MERGER**

**A. Corporations Participating in Merger.**

Annie Lou's, Inc., BNE Land & Development Co., and Skats Restaurants, Inc. (the "Merging Corporations") will merge into Boddie-Noell Enterprises, Inc. which will be the surviving corporation (the "Surviving Corporation"). The Merging Corporations are wholly-owned subsidiaries of the Surviving Corporation. The merger shall constitute a short-form merger effectuated pursuant to N. C. Gen. Stat. Section 55-11-04.

**B. Name of Surviving Corporation.**

After the merger, the Surviving Corporation will have the name "Boddie-Noell Enterprises, Inc."

**C. Merger.**

The merger of the Merging Corporations into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger becoming effective, the corporate existence of the Merging Corporations will cease, and the corporate existence of the Surviving Corporation will continue. The merger shall become effective as of 12:00 P. M. (Midnight) on September 30, 1992. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

**D. Conversion and Exchange of Shares.**

At the Effective Time, the outstanding shares of the corporations participating in the merger will be canceled and exchanged as follows:

1. **Surviving Corporation.** The outstanding shares of the stock of the Surviving Corporation will not be canceled, converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
2. **Merging Corporations.** The Merging Corporations will cease to exist as separate entities, and each outstanding share of the Merging Corporations' stock will be canceled by operation of law.
3. **Fractional Shares.** No fractional shares will be issued.
4. **Surrender of Share Certificates.** The Surviving Corporation, constituting the sole shareholder of each Merging

Corporation, shall deliver all share certificates of the Merging Corporations for cancellation as of the Effective Time.

**E. Amendments to Articles of Incorporation.**

The Articles of Incorporation of the Surviving Corporation shall not be amended as a result of the merger.

**F. Abandonment.**

At any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in its discretion, abandon the merger.

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