

When recorded return to:
Caryn S. Englander, Esq.
DLA Piper LLP (US)
203 North LaSalle Street
Chicago, Illinois 60601



201211130156
Skagit County Auditor

11/13/2012 Page 1 of 24 1:33PM

Space above this line for Recorders use only

GUARDIAN NORTHWEST TITLE CO.
SPECIAL WARRANTY DEED

104698

Grantor(s): RTM Sea-Tac, LLC
Grantee(s): RTM Operating Company, LLC
Abbreviated Legal: SECTION 18, TOWNSHIP 34 NORTH, RANGE 4 EAST, PTN. OF
SW OF NE (AKA TRS. 2, 3, & 4, SHORT PLAT #MV-1-80)
Additional Legal on page: 3 and 4
Assessor's Tax Parcel No(s): P26249, 340418-1-008-0709, P100305, 340418-1-008-1200

THE GRANTOR, **RTM SEA-TAC, LLC**, a Washington limited liability company, whose address is 1155 Perimeter Center West, Atlanta, GA 30338, for and in consideration of Ten Dollars (\$10.00) and other valuable consideration, in hand paid, bargains, sells, and conveys to **RTM OPERATING COMPANY, LLC**, a Delaware limited liability company, whose address is 1155 Perimeter Center West, Atlanta, GA 30338, the following described real estate, situated in the County of Skagit, State of Washington:

LEGAL DESCRIPTION: Real property in the County of Skagit, State of Washington, described as follows:

SEE EXHIBIT A ATTACHED HERETO

Tax Parcel Number(s): P26249, 340418-1-008-0709, P100305, 340418-1-008-1200
Address: 1822 Freeway Drive, Mount Vernon, Washington 98273

Dated: November 1, 2012

Subject To: This conveyance is subject to covenants, conditions, restrictions and easements, if any, affecting title, which may appear in the public record, including those shown on any recorded plat or survey.

NOJ-371829-6

EAST\52668110.1

SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX

2012.3621

NOV 13 2012

Amount Paid \$
Skagit Co. Treasurer
By KLC Deputy

EXHIBIT A

LEGAL DESCRIPTION

THE LAND REFERRED TO IN THIS REPORT/POLICY IS SITUATED IN THE STATE OF WASHINGTON, COUNTY OF SKAGIT, AND IS DESCRIBED AS FOLLOWS:

ALL OF TRACT 2 AND THE SOUTH 10 FEET OF TRACT 3 OF MOUNT VERNON SHORT PLAT NO. MV-1-80, APPROVED JANUARY 11, 1980 AND RECORDED AUGUST 22, 1980 IN BOOK 4 OF SHORT PLATS, PAGE 167 UNDER AUDITOR'S FILE NO. 8008220036, RECORDS OF SKAGIT COUNTY, WASHINGTON; BEING A PORTION OF THE SOUTHWEST ¼ OF THE NORTHEAST ¼ OF SECTION 18, TOWNSHIP 34 NORTH, RANGE 4 EAST, W.M.

TOGETHER WITH A MUTUALLY BENEFICIAL NON-EXCLUSIVE EASEMENT FOR INGRESS, EGRESS, UTILITIES AND PARKING OVER, UNDER AND ACROSS THE NORTH 40 FEET OF THE SOUTH 50 FEET OF TRACT 3 OF SAID SHORT PLAT NO. MV-1-80.

ALSO TOGETHER WITH A NON-EXCLUSIVE EASEMENT FOR SIGNAGE TO PLACE, MAINTAIN AND REPLACE THE AS-BUILT AND EXISTING ARBY'S INTERSTATE POLE SIGN. SAID EASEMENT SHALL BE 15 FEET IN WIDTH IN AN EAST/WEST DIRECTION AND 10 FEET IN WIDTH IN A NORTH/SOUTH DIRECTION (AS MEASURED PERPENDICULAR TO) THE NORTH AND EAST PROPERTY LINES OF THE FOLLOWING DESCRIBED PARCELS "A" AND "B":

PARCEL "A":

THE SOUTH 10 FEET, AS MEASURED BY A LINE DRAWN PARALLEL TO AND 10 FEET NORTHERLY OF THE SOUTHERLY LINE OF THE FOLLOWING DESCRIBED TRACT OF LAND:

THAT PORTION OF THE NORTH 512.6 FEET OF THE SOUTHWEST ¼ OF THE NORTHEAST ¼ OF SECTION 18, TOWNSHIP 34 NORTH, RANGE 4 EAST, W.M., LYING EAST OF A LINE 550 FEET WEST OF AND PARALLEL TO THE EAST LINE OF SAID SOUTHWEST ¼ OF THE NORTHEAST ¼ AND LYING WEST OF THE WESTERLY RIGHT-OF-WAY LINE OF PRIMARY STATE HIGHWAY NO. 1, AS CONDEMNED BY THE STATE OF WASHINGTON UNDER DECREE ENTERED FEBRUARY 6, 1956, IN SKAGIT COUNTY SUPERIOR COURT CAUSE NO. 22871, EXCEPT THAT PORTION CONVEYED TO THE STATE OF WASHINGTON FOR HIGHWAY PURPOSES BY DEED RECORDED APRIL 2, 1973, UNDER AUDITOR'S FILE NO. 782843.

PARCEL "B":

TRACT 3, EXCEPT THE SOUTH 10 FEET THEREOF, AND ALL OF TRACT 4, OF MOUNT VERNON SHORT PLAT NO. MV-1-80, APPROVED JANUARY 11, 1980, RECORDED AUGUST 22, 1980 IN BOOK 4 OF SHORT PLATS, PAGE 167, UNDER AUDITOR'S FILE NO. 8008220036, RECORDS OF SKAGIT COUNTY,



WASHINGTON; BEING A PORTION OF THE SOUTHWEST ¼ OF THE NORTHEAST ¼ OF SECTION 18, TOWNSHIP 34 NORTH, RANGE 4 EAST, W.M.

AND ALSO TOGETHER WITH A NON-EXCLUSIVE EASEMENT FOR ACCESS TO MAINTAIN SAID SIGN OVER AND ACROSS THE EAST 10 FEET (AS MEASURED PERPENDICULAR TO THE EAST LINE) OF SAID ABOVE DESCRIBED PARCELS "A" AND "B".



201211130156

Skagit County Auditor

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

certificate that the attached is a true and correct copy of

CERTIFICATE OF FORMATION

of

RTM SEA-TAC, LLC

as filed in this office on December 24, 2007.

Date: October 26, 2012



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State



201211130156

Skagit County Auditor



STATE OF WASHINGTON SECRETARY OF STATE

APPLICATION TO FORM A LIMITED LIABILITY COMPANY

(Per Chapter 25.15 RCW)

FEE: \$175

File 1st

- Please PRINT or TYPE in black ink
Sign, date and return original AND ONE COPY TO:

CORPORATIONS DIVISION
801 CAPITOL WAY SOUTH • PO BOX 40234
OLYMPIA, WA 98504-0234

FILED
SECRETARY OF STATE
SAM REED

December 24, 2007

EXPEDITED (24-HOUR) SERVICE AVAILABLE - \$20 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE

FILED

UBI 602 791 556

- BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of State"

CORPORATION NUMBER:

Important! Person to contact about this filing

Daytime Phone Number (with area code)

Tracey Fraser

678.514.4338

CERTIFICATE OF FORMATION

NAME OF LIMITED LIABILITY COMPANY (LLC) (Must contain the word "Limited Liability Company" "Limited Liability Co." "L.L.C." or "LLC")

RTM Sea-Tac, LLC

ADDRESS OF LLC'S PRINCIPAL PLACE OF BUSINESS

Street Address (Required) 1155 Perimeter Center W City Atlanta State GA ZIP 30338

PO Box (Optional - Must be in same city as street address) ZIP (If different than street ZIP)

EFFECTIVE DATE OF LLC (Specified effective date may be up to 90 days AFTER receipt of the document by the Secretary of State)

- Specific Date: 12/30/2007
Upon filing by the Secretary of State

DATE OF DISSOLUTION (If applicable)

MANAGEMENT OF LLC IS VESTED IN ONE OR MORE MANAGERS

- Yes
No

>>> PLEASE ATTACH ANY OTHER PROVISIONS THE LLC ELECTS TO INCLUDE <<<

NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT

Name Corporation Service Company

Street Address (Required) 6500 Harbour Heights Pkwy, Suite 400 City Mukilteo State WA ZIP 98275

PO Box (Optional - Must be in same city as street address) ZIP (If different than street ZIP)

I consent to serve as Registered Agent in the State of Washington for the above named LLC. I understand it will be my responsibility to accept Service of Process on behalf of the LLC; to forward mail to the LLC; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

Corporation Service Company

By:

See Attached

Signature of Agent

Printed Name

Date

NAMES ADDRESSES OF EACH PERSON EXECUTING THIS CERTIFICATE (If necessary, attach additional names and addresses)

Printed Name Robert Q. Jones, Jr.

Signature

Address 1155 Perimeter Center West City Atlanta State GA ZIP 30338

Printed Name Signature

Address City State ZIP

Printed Name Signature

Address City State ZIP

INFORMATION AND ASSISTANCE



201211130156
Skagit County Auditor

12/24/07 1197691-001
\$195.00 K #803602
RD:1422803

FOR OFFICE USE ONLY

FOR OFFICE USE ONLY

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

certificate that the attached is a true and correct copy of

CERTIFICATE OF FORMATION

of

RTM SEA-TAC, LLC

as filed in this office on December 24, 2007.

Date: October 26, 2012



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State



201211130156

Skagit County Auditor



**STATE OF WASHINGTON
SECRETARY OF STATE**

**APPLICATION TO FORM A
LIMITED LIABILITY COMPANY**

(Per Chapter 25.15 RCW)

FEE: \$175

File 1st

12/24/07 1197691-001
\$195.00 K #803602
SD:1422803

- Please PRINT or TYPE in black ink
- Sign, date and return original AND ONE COPY TO:

CORPORATIONS DIVISION
801 CAPITOL WAY SOUTH • PO BOX 40234
OLYMPIA, WA 98504-0234

FILED
SECRETARY OF STATE
SAM REED

December 24, 2007

EXPEDITED (24-HOUR) SERVICE AVAILABLE - \$20 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE

FILED: / / UBI 602 791 556

- BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of State"

Important! Person to contact about this filing Tracey Fraser	Daytime Phone Number (with area code) 678.514.4338
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CERTIFICATE OF FORMATION

NAME OF LIMITED LIABILITY COMPANY (LLC) (Must contain the word "Limited Liability Company" "Limited Liability Co." "L.L.C." or "LLC") RTM Sea-Tac, LLC	
ADDRESS OF LLC'S PRINCIPAL PLACE OF BUSINESS Street Address (Required) 1155 Perimeter Center W City Atlanta State GA ZIP 30338 PO Box (Optional - Must be in same city as street address) ZIP (If different than street ZIP)	
EFFECTIVE DATE OF LLC (Specified effective date may be up to 90 days AFTER receipt of the document by the Secretary of State) <input checked="" type="checkbox"/> Specific Date: 12/30/2007 <input type="checkbox"/> Upon filing by the Secretary of State	
DATE OF DISSOLUTION (if applicable)	MANAGEMENT OF LLC IS VESTED IN ONE OR MORE MANAGERS <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

>>> PLEASE ATTACH ANY OTHER PROVISIONS THE LLC ELECTS TO INCLUDE <<<

NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT Name Corporation Service Company Street Address (Required) 6500 Harbour Heights Pkwy, Suite 400 City Mukilteo State WA ZIP 98275 PO Box (Optional - Must be in same city as street address) ZIP (If different than street ZIP)	
I consent to serve as Registered Agent in the State of Washington for the above named LLC. I understand it will be my responsibility to accept Service of Process on behalf of the LLC; to forward mail to the LLC; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address. Corporation Service Company By: <u>See Attached</u> Signature of Agent Printed Name Date	

NAMES ADDRESSES OF EACH PERSON EXECUTING THIS CERTIFICATE (if necessary, attach additional names and addresses)	
Printed Name Robert Q. Jones, Jr.	Signature
Address 1155 Perimeter Center West	City Atlanta State GA ZIP 30338
Printed Name	Signature
Address	City State ZIP
Printed Name	Signature
Address	City State ZIP

INFORMATION AND ASSISTANCE - 360



201211130156
Skagit County Auditor

FOR OFFICE USE ONLY

FOR OFFICE USE ONLY

025-001 (3/00)

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF MERGER

of

RTM SEA-TAC, LLC

as filed in this office on December 24, 2007.

Date: October 26, 2012



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State



201211130156

Skagit County Auditor

FILED
SECRETARY OF STATE
SAM REED

December 24, 2007

STATE OF WASHINGTON

12/24/07 1197693-001
\$60.00 K #5212
id:1422805

Washington

File 2nd

ARTICLES OF MERGER
OF
RTM SEA-TAC, INC.
WITH AND INTO
RTM SEA-TAC, LLC

It is hereby certified that:

1. The name and jurisdiction of formation or organization of the constituent entities that are to merge, as well as the location of the public office at which the respective formation documents are filed with respect to the constituent entities, are as follows:

(i) RTM SEA-TAC, INC., a Washington corporation ("RTM, Inc."), which formation documents are filed with the Secretary of State of Washington; and

(ii) RTM SEA-TAC, LLC, a Washington corporation ("RTM, LLC"), which formation documents are filed with the Secretary of State of Washington.

2. RTM, Inc. shall be merged with and into RTM, LLC, and the name of the surviving limited liability company shall be RTM Sea-Tac, LLC.

3. The Plan of Merger, attached hereto as Exhibit A, has been approved, adopted, certified, executed, and acknowledged by each of the constituent entities in accordance with the applicable provisions of the Revised Code of Washington.

4. The effective date of the merger herein provided shall be December 30, 2007.

Signatures on following page

AO 1533532.2




201211130156

Skagit County Auditor

IN WITNESS WHEREOF, RTM SEA-TAC, LLC. has caused this Certificate of Merger to be executed in its name by its duly authorized officer as of the 18th day of December 2007.

RTM SEA-TAC, LLC

By: 

Name: Robert Q. Jones, Jr.
Title: VP, Corporate & Securities Counsel

UNOFFICIAL DOCUMENT



Exhibit A

Plan of Merger

UNOFFICIAL DOCUMENT

AO 1533532.2

2



201211130156

Skagit County Auditor

Washington

**PLAN OF MERGER
OF
RTM SEA-TAC, INC.
WITH AND INTO
RTM SEA-TAC, LLC**

THIS AGREEMENT AND PLAN OF MERGER entered into as of the ^{18th} day of December, 2007, by and among RTM SEA-TAC, INC., a Washington corporation ("Corporation") and RTM Sea-Tac, LLC, a Washington limited liability company ("LLC," together with Corporation, sometimes referred to as the "Constituent Entities").

WHEREAS, the Board of Directors of Corporation and the sole member of LLC deem it advisable and in the best interests of each of the Constituent Entities and their respective Shareholder and Member, upon the terms and subject to the conditions herein stated, that Corporation be merged with and into LLC, and that LLC be the surviving limited liability company, with its principal place of business at 1155 Perimeter Center West, Suite 1200, Atlanta, GA 30338.

~~-----~~ **NOW, THEREFORE**, in consideration of the premises and of the mutual agreement of the parties hereto, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Corporation shall be merged with and into LLC, which shall be the surviving limited liability company from and after the effective time of the merger (the "Surviving LLC"), and which shall continue to exist as said Surviving LLC under its present name pursuant to the applicable provisions of the Revised Code of Washington.
2. The Certificate of Formation of LLC, as now in force and effect, shall remain unchanged and continue to be the Certificate of Formation of said Surviving LLC until amended or otherwise modified pursuant to the provisions of the Revised Code of Washington.
3. The present Operating Agreement of LLC will be the Operating Agreement of said Surviving LLC 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 Revised Code of Washington.
4. The members and managers of LLC at the effective time of the merger shall be the members and managers of the Surviving LLC, all of whom shall remain until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the Surviving LLC.
5. Each issued share of Corporation shall, at the effective time of the merger, be cancelled and will cease to exist and no consideration whatsoever shall be delivered in exchange therefor. The

AO 1532281.2



201211130156
Skagit County Auditor

issued membership interests shall not be converted or exchanged in any manner, but each said membership interest which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the Surviving LLC.

6. The Constituent Entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Washington, and that they will cause to be performed all necessary acts within the State of Washington to effectuate the merger herein provided for.

Signatures begin on the following page



IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby approved and executed on behalf of each of the Constituent Entities.

RTM SEA-TAC, INC

By: [Signature]
Name: Robert Q. Jones, Jr.
Title: VP, Corporate & Securities Counsel

RTM SEA-TAC, LLC

By: [Signature]
Name: Robert Q. Jones, Jr.
Title: VP, Corporate & Securities Counsel

* * * *



UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF MERGER

of

RTM SEA-TAC, LLC

as filed in this office on December 24, 2007.

Date: October 26, 2012



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State



201211130156
Skagit County Auditor

FILED
SECRETARY OF STATE
SAM REED

December 24, 2007

STATE OF WASHINGTON

12/24/07 1197693-001
\$60.00 K #5212
tid:1422605

Washington

File 2nd

**ARTICLES OF MERGER
OF
RTM SEA-TAC, INC.
WITH AND INTO
RTM SEA-TAC, LLC**

It is hereby certified that:

1. The name and jurisdiction of formation or organization of the constituent entities that are to merge, as well as the location of the public office at which the respective formation documents are filed with respect to the constituent entities, are as follows:

(i) RTM SEA-TAC, INC., a Washington corporation ("RTM, Inc."), which formation documents are filed with the Secretary of State of Washington; and

(ii) RTM SEA-TAC, LLC, a Washington corporation ("RTM, LLC"), which formation documents are filed with the Secretary of State of Washington.

2. RTM, Inc. shall be merged with and into RTM, LLC, and the name of the surviving limited liability company shall be RTM Sea-Tac, LLC.

3. The Plan of Merger, attached hereto as Exhibit A, has been approved, adopted, certified, executed, and acknowledged by each of the constituent entities in accordance with the applicable provisions of the Revised Code of Washington.

4. The effective date of the merger herein provided shall be December 30, 2007.

Signatures on following page


AO 1533532.2



201211130156
Skagit County Auditor

IN WITNESS WHEREOF, RTM SEA-TAC, LLC. has caused this Certificate of Merger to be executed in its name by its duly authorized officer as of the 15th day of December 2007.

RTM SEA-TAC, LLC

By: 

Name: Robert Q. Jones, Jr.
Title: VP, Corporate & Securities Counsel



Exhibit A

Plan of Merger

UNOFFICIAL DOCUMENT

AO 1533532.2

3



201211130156
Skagit County Auditor

**PLAN OF MERGER
OF
RTM SEA-TAC, INC.
WITH AND INTO
RTM SEA-TAC, LLC**

THIS AGREEMENT AND PLAN OF MERGER entered into as of the ^{18th} day of December, 2007, by and among RTM SEA-TAC, INC., a Washington corporation ("Corporation") and RTM Sea-Tac, LLC, a Washington limited liability company ("LLC," together with Corporation, sometimes referred to as the "Constituent Entities").

WHEREAS, the Board of Directors of Corporation and the sole member of LLC deem it advisable and in the best interests of each of the Constituent Entities and their respective Shareholder and Member, upon the terms and subject to the conditions herein stated, that Corporation be merged with and into LLC, and that LLC be the surviving limited liability company, with its principal place of business at 1155 Perimeter Center West, Suite 1200, Atlanta, GA 30338.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Corporation shall be merged with and into LLC, which shall be the surviving limited liability company from and after the effective time of the merger (the "Surviving LLC"), and which shall continue to exist as said Surviving LLC under its present name pursuant to the applicable provisions of the Revised Code of Washington.
2. The Certificate of Formation of LLC, as now in force and effect, shall remain unchanged and continue to be the Certificate of Formation of said Surviving LLC until amended or otherwise modified pursuant to the provisions of the Revised Code of Washington.
3. The present Operating Agreement of LLC will be the Operating Agreement of said Surviving LLC 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 Revised Code of Washington.
4. The members and managers of LLC at the effective time of the merger shall be the members and managers of the Surviving LLC, all of whom shall remain until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the Surviving LLC.
5. Each issued share of Corporation shall, at the effective time of the merger, be cancelled and will cease to exist and no consideration whatsoever shall be delivered in exchange therefor. The

AO 1532281.2



201211130156
Skagit County Auditor

issued membership interests shall not be converted or exchanged in any manner, but each said membership interest which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the Surviving LLC.

6. The Constituent Entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Washington, and that they will cause to be performed all necessary acts within the State of Washington to effectuate the merger herein provided for.

Signatures begin on the following page



IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby approved and executed on behalf of each of the Constituent Entities.

RTM SEA-TAC, INC

By: 

Name: Robert Q. Jones, Jr.

Title: VP, Corporate & Securities Counsel

RTM SEA-TAC, LLC

By: 

Name: Robert Q. Jones, Jr.

Title: VP, Corporate & Securities Counsel

* * * *

AO 15322812



201211130156
Skagit County Auditor