

DEC 17 1932

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF MERGER
OF
COCA-COLA BOTTLING COMPANY OF WENATCHEE
INTO
PACIFIC COCA-COLA BOTTLING COMPANY
* * *

Pursuant to the provisions of RCW 23A.20.040, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such Corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Corporation</u>	<u>State</u>
Coca-Cola Bottling Company of Wenatchee	Washington
Pacific Coca-Cola Bottling Company	Washington

SECOND: The name of the surviving corporation is Pacific Coca-Cola Bottling Company and it is to be governed by the laws of the State of Washington.

THIRD: The Plan of Merger, attached hereto and made a part hereof, was duly adopted by the Board of Directors of each of the undersigned corporations in the manner prescribed by the Washington Business Corporation Act and was unanimously approved by the shareholders of each corporation of the shares of each class of shares entitled to vote on such Plan of Merger.

FOURTH: As to Coca-Cola Bottling Company of Wenatchee, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as to class on such plan, are as follows:

<u>NUMBER OF SHARES OUTSTANDING</u>	<u>DESIGNATION OF CLASS ENTITLED TO VOTE AS A CLASS</u>	<u>NUMBER OF SHARES AUTHORIZED</u>
1,750	Common	1,750

All of the issued and outstanding shares of Coca-Cola Bottling Company of Wenatchee are owned by Coca-Cola Bottling Enterprises, Inc., a Delaware corporation.

As to Pacific Coca-Cola Bottling Company the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

<u>NUMBER OF SHARES OUTSTANDING</u>	<u>DESIGNATION OF CLASS ENTITLED TO VOTE AS A CLASS</u>	<u>NUMBER OF SHARES AUTHORIZED</u>
1,750	Common	1,750

All of the issued and outstanding shares of Pacific Coca-Cola Bottling Company are owned by Coca-Cola Bottling Enterprises, Inc.

FIFTH: These Articles of Merger shall be effective on December 24, 1982.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 4th day of December, 1982.

COCA-COLA BOTTLING COMPANY
OF WENATCHEE

By: [Signature]

Title: Vice President

and

By: Mary E. Wood

Title: Secretary

PACIFIC COCA-COLA BOTTLING COMPANY

By: [Signature]

Title: Vice President

and

By: Mary E. Wood

Title: Secretary

STATE OF GEORGIA)
COUNTY OF FULTON) ss:

I, JANICE C. GROSSMAN, a notary public, do hereby
certify that on this 6th day of DECEMBER, 1982, personally
appeared before me GROVER G. JACKSON who being first duly
sworn, declared that he signed the foregoing document, that the
statements herein contained are true, that he is
the Vice President of COCA-COLA BOTTLING-
COMPANY OF MONTICELLO, and that he was
authorized so to sign.

Janice C. Grossman
Notary Public

Notary Public, Georgia State at Large
My Commission Expires May 19 1984

[NOTARIAL SEAL]

STATE OF GEORGIA)
COUNTY OF FULTON) ss:

I, JANICE C. GROSSMAN, a notary public, do hereby
certify that on this 6th day of DECEMBER, 1982, personally
appeared before me GROVER G. JACKSON who being first duly
sworn, declared that he signed the foregoing document, that the
statements herein contained are true, that he is
the VICE PRESIDENT of PACIFIC COCA-COLA
BOTTLING COMPANY, and that he was
authorized so to sign.

Janice C. Grossman
Notary Public

Notary Public, Georgia, State at Large
My Commission Expires May 19 1984

[NOTARIAL SEAL]

PLAN OF MERGER

PLAN OF MERGER (the "Plan"), as of December 6, 1982, between Coca-Cola Bottling Company of Wenatchee, a Washington corporation ("Wenatchee"), and Pacific Coca-Cola Bottling Company, a Washington corporation ("Pacific").

WHEREAS, Wenatchee is a corporation duly organized and existing under the laws of the State of Washington and has authorized, issued and outstanding One Thousand Seven Hundred Fifty (1,750) shares of common stock, all of which are owned by Coca-Cola Bottling Enterprises, Inc.; and

WHEREAS, Pacific is a corporation duly organized and existing under the laws of the State of Washington and has authorized, issued and outstanding, One Thousand Seven Hundred Fifty (1,750) shares of common stock, all of which are owned by Coca-Cola Bottling Enterprises, Inc.; and

WHEREAS, the Directors of Wenatchee and Pacific deem it to be in the best interest of each to merge Wenatchee into Pacific in a transaction intended to qualify as a statutory merger within the meaning of Sections 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended, (the "Code") it being contemplated by Wenatchee and Pacific that Wenatchee will thereafter, as an integral part of the transaction, cease to exist.

NOW, THEREFORE, Wenatchee and Pacific in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby agree as follows:

1. Transfer of Wenatchee's Assets. On the Closing Date, as that term is defined herein, Wenatchee shall merge into Pacific by conveying, transferring, assigning and delivering to Pacific all of its assets subject to all of its liabilities and obligations which Pacific will assume, to include all properties, business and goodwill of Wenatchee of every kind and description, wherever located, including without limitation, all property, tangible or intangible, real, personal or mixed, accounts receivable, bank accounts, cash and securities, claims and rights under contracts of Wenatchee, rights to use its corporation name and all other names used by Wenatchee in connection with its business or products and all books and records of Wenatchee relating to its business, all as the same shall exist at the date and time of closing referred to in Section 5 hereof ("Closing Date") in cancellation of all of the capital stock of Wenatchee.

2. Corporate Name. The name of the surviving corporation shall be Pacific Coca-Cola Bottling Company.

3. Outstanding Shares. The number of outstanding shares of capital stock of Pacific, the surviving corporation, shall remain unaffected, and all of the shares of Wenatchee shall be completely cancelled by the merger.

4. Dissolution of Wenatchee. From and after the Closing Date, Wenatchee will not engage in any business and will promptly liquidate and dissolve as a corporation.

5. Closing Date. The closing under the Plan shall take place at the offices of The Coca-Cola Company, Atlanta, Georgia, at 12:01 a.m., local time, on December 24, 1982.

6. Documents to be Delivered by Wenatchee. At the closing, Wenatchee will deliver to Pacific (a) such deeds, bills of sale, endorsements, assignments, drafts, checks and other instruments of transfer and conveyance in such form as will be sufficient or requisite to vest in Pacific, its successors and assigns, the full legal and equitable title of Wenatchee to the property to be transferred by Wenatchee pursuant to Section 1 hereof; (b) an instrument appointing Pacific as the true and lawful attorney-in-fact for Wenatchee to institute and prosecute (in its own name or in the name of Wenatchee but for the benefit of Pacific) any proceedings deemed by Pacific to be necessary or appropriate to collect, assert or enforce its right, title and interest to the properties and assets to be transferred to Pacific hereunder, including rights described in Section 1 hereof.

7. Right to Collect. Wenatchee agrees that Pacific shall have the right and authority to collect, for account of Pacific, all receivables and other items which shall be

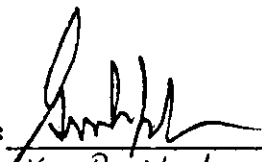
transferred to Pacific as provided herein and to endorse with the name of Wenatchee any checks received on account of any such receivables or other items. Wenatchee agrees that it will transfer and deliver to Pacific any cash or other property that Wenatchee may receive in respect of such receivables or other items.

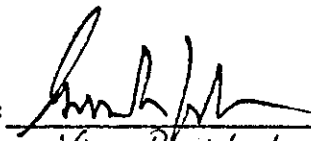
8. Termination. Anything herein or elsewhere to the contrary notwithstanding, the Plan may be terminated and abandoned by the Board of Directors of Wenatchee or Pacific at any time prior to the Closing Date.

IN WITNESS WHEREOF, the parties to this Agreement have caused these presents to be duly executed by the President and attested by the Secretary of each party hereto.

COCA-COLA BOTTLING COMPANY
OF WENATCHEE


PACIFIC COCA-COLA BOTTLING COMPANY

By: 
Vice President

By: 
Vice President

Attest:

Attest:

By: 
Secretary

By: 
Secretary