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Articles of Merger

filed 12-2-63

12 pgs.

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RYDER TRUCK RENTAL, INC.

MERGER AGREEMENT between
RYDER TRUCK RENTAL, INC., a
Florida corp., and RYDER AUTO-
MOBILE LEASING CO., a Cali-
fornia corp., merging under
the name to RYDER TRUCK RENTAL
INC., the continuing corp., &
amending charter.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by MRC on Dec. 2, 1963.

TOM ADAMS
SECRETARY OF STATE

C T CORPORATION SYSTEM

67

ALBANY	ATLANTA	BOSTON
BUFFALO	CHICAGO	CINCINNATI
CLEVELAND	DALLAS	DETROIT
DETHM	DENVER	INDIANAPOLIS
JACKSONVILLE	LOS ANGELES	MINNEAPOLIS
NEW YORK	PHILADELPHIA	PITTSBURGH
SAN FRANCISCO	SEATTLE	ST. LOUIS
WASHINGTON	WILMINGTON	

RE: RYDER TRUCK RENTAL, INC. (Fla.)
 RYDER AUTOMOBILE LEASING CO. (Cal.)
 Merger

ATLANTA 3.
 HEALEY BUILDING
 JACKSON 2-8848
 AREA CODE 404

November 29, 1963

DEC-2-63 92 46300 184117.00
 DEC-2-63 92 46300 184117.00

Secretary of State
 Corporation Department
 Tallahassee, Florida

Dear Sir:

Acting on instructions of counsel, Arnold B. Braun, Secretary of State, Department, Ryder System, Inc., Miami, Florida, we enclose two executed copies of Agreement of Merger, whereby Ryder Automobile Leasing Co., a California corporation, is merged into Ryder Truck Rental, Inc., a Florida corporation, together with our check in the amount of \$13 to cover filing fees, certification cost.

Will you please telephone us collect on Monday as to the filing on December 2, 1963 and forward to us the duplicate executed copy, duly certified.

Will you please also furnish us with 28 additional certified copies and we will forward check in payment of your bill on receipt.

Thanking you, we are

Very truly yours,

C T CORPORATION SYSTEM

W. Charles Le Shanna
 Assistant Vice President

WCL:ej
 Encls.

C. TAX	
FILING	10.00
R. AGENT FEE	
C. COPY	3.00
TOTAL	13.00
N. BANK	13.00
BALANCE DUE	
REFUND	

28
 84.00
 84.00
 #84.00 Due

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER made and entered into, this 27th day of November, A. D. 1963, by and between RYDER TRUCK RENTAL, INC. (hereinafter sometimes referred to as "RYDER"), a corporation organized and existing under the laws of the State of Florida, and a majority of the directors thereof, and RYDER AUTOMOBILE LEASING CO. (hereinafter sometimes referred to as "RALCO"), a corporation organized and existing under the laws of the State of California and a majority of the directors thereof.

WHEREAS, said RYDER, was incorporated and is existing under the laws of the State of Florida, and has a maximum amount of capital stock, which it is authorized to have outstanding, of one hundred (100) shares of common stock, without nominal or par value, all of which are now issued and outstanding; and

WHEREAS, said RALCO, was incorporated and is existing under the laws of the State of California and has a maximum amount of capital stock, which it is authorized to have outstanding, of ten thousand (10,000) shares of common stock having a par value of Ten Dollars (\$10.00) each, of which five thousand, eight hundred (5,800) shares are now issued and outstanding; and

WHEREAS, the principal office of RYDER, in the State of Florida, is in the City of Miami, County of Dade, and the principal office of RALCO, in the State of California, is located in the City of San Francisco, County of San Francisco; and

WHEREAS, the Board of Directors of each of the corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished, deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that such corporations merge into a single new corporation, under and pursuant to the provisions of Chapter 608, Florida Statutes, and Section 4118, California Corporations Code, which corporation shall be RYDER.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements, provisions and grants hereinafter contained, the corporations, parties to this agreement, by and between their respective board of directors have agreed and do hereby agree each with the other that pursuant to the provisions of Chapter 608, Florida Statutes and Section 4118, California Corporations Code, RYDER and RALCO, shall be and the same hereby are merged into a single corporation which shall be RYDER TRUCK RENTAL, INC., which is a corporation organized

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TALLAHASSEE, FLORIDA

and existing under the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of such consolidation, the mode of carrying the same into effect and the manner of converting the shares of stock of said RALCO into shares of said RYDER, as follows:

FIRST: The name of the corporation which is to survive the merger, herein authorized, shall be RYDER TRUCK RENTAL, INC. ✓

SECOND: The general nature of the business or businesses to be transacted by the corporation is as follows:

To do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in connection therewith to have all powers given and granted unto corporations under Chapter 608.13 of the Compiled General Laws of Florida, 1959, and to any other rights and powers vested in corporations for profit under Chapter 28170 of the Laws of Florida, 1959, or as may be granted under any amendments thereto at any time hereafter. Without excluding any of the general powers or right to conduct the general nature of the business or businesses above described, this corporation shall specifically have the right to buy and sell real estate, engage in the motor vehicle and general equipment leasing business, to buy and hold stocks in other corporations, to render management services and to perform each and every act authorized for corporations under the laws of the State of Florida, not specifically reserved for special and chartered corporations such as banking and trust companies or other corporations which require special incorporation and approval under the other statutes of this State.

THIRD: The maximum number of shares that the corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, all of which shall be without par value. ✓

FOURTH: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00). ✓

FIFTH: The corporation is to have perpetual existence. ✓

SIXTH: The principal office of the corporation shall be in Miami, Dade County, Florida, with the privilege of having branch offices at other places within or without the State of Florida, or within or without the United States of America.

SEVENTH: The number of the directors of the corporation shall be not less than three (3), nor more than fifteen (15).

EIGHTH: The names and post office addresses of the directors and the president, secretary and treasurer, and other officers who shall hold office in the first year or until their successors are elected and have qualified are:

<u>DIRECTORS</u>	<u>POST OFFICE ADDRESSES</u>
J. Ryder	2701 South Bayshore Dr., Miami, Florida
F. P. Baker	2701 South Bayshore Dr., Miami, Florida
A. A. Rosewall	2701 South Bayshore Dr., Miami, Florida
E. M. Prussing	2701 South Bayshore Dr., Miami, Florida
President, A. A. Rosewall	2701 South Bayshore Dr., Miami, Florida
Vice President, E. M. Prussing	2701 South Bayshore Dr., Miami, Florida
Vice President, G. W. Huber	2701 South Bayshore Dr., Miami, Florida
Vice President, A. H. Bernstein	2701 South Bayshore Dr., Miami, Florida
Vice President, W. T. Wells	2701 South Bayshore Dr., Miami, Florida
Treasurer, J. J. Davis	2701 South Bayshore Dr., Miami, Florida
Secretary, R. H. Mathisen	2701 South Bayshore Dr., Miami, Florida
Assistant Secretary, A. B. Braun	2701 South Bayshore Dr., Miami, Florida
Assistant Secretary, E. J. Lynch	2701 South Bayshore Dr., Miami, Florida

NINTH: The manner of converting the outstanding shares of the capital stock of RALCO into the shares of the surviving

corporation, shall be as follows:

1. Inasmuch as RYDER owns all of the issued and outstanding stock of RALCO, the five thousand eight hundred (5,800) shares of RALCO shall be cancelled and no shares of RYDER issued in exchange therefor.

2. The presently issued and outstanding shares of RYDER shall constitute the only shares of capital stock of the surviving corporation, to wit: One hundred (100) shares without nominal or par value.

TENTH: The terms and conditions of the merger are as follows:

Until altered, amended or repealed, as therein provided, by the by-laws of RYDER TRUCK RENTAL, INC., the survivor, as in effect at the date of this agreement, shall be the by-laws of the surviving corporation.

The first board of directors and the officers of the corporation shall be those hereinbefore named and they shall continue until their successors, respectively, are elected in accordance with the by-laws.

The surviving corporation shall pay all expenses of carrying into effect and of accomplishing the merger.

Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trade-marks, licenses, registrations and other assets of every kind and description of RALCO shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and RALCO shall be as effectively the property of the surviving corporation as they were of the surviving corporation and RALCO, respectively. RALCO hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of RALCO acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of RALCO and the proper officers and directors of the surviving corporation are fully authorized in the name of RALCO or otherwise to take any and all such action.

For all accounting purposes the effective date of this merger shall be as of the close of business on November 30, 1963.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Agreement of Merger in the manner now or hereafter prescribed by the Statutes of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused these presents to be executed by a majority of the directors of each party hereto, under the corporate seals of said corporations.

RYDER TRUCK RENTAL, INC.

(CORPORATE SEAL)

Signed, sealed and delivered in the presence of:

Edythe Hill

F. P. Baker
F. P. Baker

A. H. Bernstein 99⁸
A. H. Bernstein

A. A. Rosewall 99⁷
A Majority of the A. A. Rosewall
Board of Directors

RYDER AUTOMOBILE LEASING CO.

(CORPORATE SEAL)

Signed, sealed and delivered in the presence of:

Edythe Hill

F. P. Baker
F. P. Baker


A. H. Bernstein 99⁸
A. H. Bernstein

A. A. Rosewall
A. A. Rosewall

W. T. Wells 99⁷
A Majority of the W. T. Wells
Board of Directors

I, Arnold B. Braun, Assistant Secretary of RYDER TRUCK RENTAL, INC., a corporation of the State of Florida, DO HEREBY CERTIFY, in accordance with the provisions of Section 608.20 Florida Statutes, that the foregoing Agreement of Merger of RYDER TRUCK RENTAL, INC. and RYDER AUTOMOBILE LEASING CO. was submitted to the stockholders of said RYDER TRUCK RENTAL, INC. at a meeting thereof called separately from any meeting of the stockholders of said RYDER AUTOMOBILE LEASING CO. for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Act of the Legislature of Florida hereinbefore referred to, and that at said meeting said Agreement of Merger was considered and adopted by the unanimous vote of all the stockholders of said RYDER TRUCK RENTAL, INC.


IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said RYDER TRUCK RENTAL, INC. this 27th day of November, 1963.


Assistant Secretary of
RYDER TRUCK RENTAL, INC.

(CORPORATE SEAL)

I, Arnold B. Braun, Assistant Secretary of RYDER AUTOMOBILE LEASING CO., a corporation of the State of California, DO HEREBY CERTIFY, in accordance with the provisions of Section 4118, California Corporations Code, that the foregoing Agreement of Merger of RYDER TRUCK RENTAL, INC. and RYDER AUTOMOBILE LEASING CO. was submitted to the stockholders of said RYDER AUTOMOBILE LEASING CO. at a meeting thereof called separately from any meeting of the stockholders of said RYDER TRUCK RENTAL, INC. for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Laws of California hereinabove referred to, and that at said meeting said Agreement of Merger was considered and adopted by the unanimous vote of all the stockholders of said RYDER AUTOMOBILE LEASING CO..

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said RYDER AUTOMOBILE LEASING CO. this 27th day of November , 1963.


Assistant Secretary of
RYDER AUTOMOBILE LEASING CO.

(CORPORATE SEAL)

THE ABOVE AGREEMENT OF MERGER, having been executed by a majority of the Board of Directors of each of the corporations, parties thereto, and having been adopted by the stockholders of each of said corporations, the Vice President and Assistant Secretary of each corporate party hereto, do now hereby execute this Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 27th day of November 1963.

RYDER TRUCK RENTAL, INC.

By W. Wells Vice President

(CORPORATE SEAL)

Arnold B. Brian Assistant Secretary

RYDER AUTOMOBILE LEASING CO.

By W. Wells Vice President

(CORPORATE SEAL)

Arnold B. Brian Assistant Secretary

STATE OF FLORIDA }
COUNTY OF DADE } ss.

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared W. T. Wells, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as Vice President of RYDER TRUCK RENTAL, INC., a corporation of the State of Florida, and one of the corporations described in and party to the foregoing Agreement of Merger, and acknowledged before me that he executed the same as such Vice President of said corporation and that the foregoing Agreement of Merger is the act, deed and agreement of said corporation.

WITNESS my hand and official seal in the county and state last aforesaid this 27th day of November, 1963.

(NOTARIAL SEAL)

Nellie L. Hobby
Notary Public

My commission expires:
Notary Public, State of Florida at large.
My Commission expires May 30, 1967

STATE OF FLORIDA }
COUNTY OF DADE } ss.:

On this 27th day of November, 1963, before me, a Notary Public, in and for the county and state aforesaid, personally appeared W. T. Wells and Arnold B. Braun, known to me to be respectively the Vice President and Assistant Secretary of RYDER AUTOMOBILE LEASING CO., a corporation of the State of California, whose names are subscribed to and who executed the within instrument on behalf of said corporation, and acknowledged to me that they executed the same, and that they are the officers named therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above written.

(SEAL)

Notary Public, State of Florida at large.
My Commission expires May 30, 1967
Nellie L. Hobby
Notary Public