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Articles of Merger

Filed 1-31-69

13 pgs.

A-76669-(q)

Agreement of Merger between  
RYDER TRUCK RENTAL, INC.  
(A-76669) is a Fla. corp., and  
CENTRAL LEASING & SERVICES, INC.  
a Wisconsin corp., merging into  
and under the name of RYDER  
TRUCK RENTAL, INC., the cont.  
corp.

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA  
by Jb. ... on ... Jan. 31, 1969

TOM ADAMS  
SECRETARY OF STATE

# CT CORPORATION SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY  
1828 FIRST NATIONAL BANK BUILDING - ATLANTA, GA. 30303  
513-8546 AREA CODE: 484

January 28, 1969

RE: RYDER TRUCK RENTAL, INC. (Fla.)  
Merging: CENTRAL LEASING & SERVICES, INC. (Wisc.)

COUNSEL: Roderick C. Dickinson, Esq.  
Ryder System, Inc.  
P. O. Box 816  
Miami, Florida 33133

JAN 30 1969 -2 545 8 \*\*\* 11

Secretary of State  
Corporation Department  
Tallahassee, Florida 32304

Attention: Mrs. Nettie Sims

Dear Mrs. Sims:

At the request of above named counsel we attach original executed agreement of merger which merges the above Wisconsin corporation into the subject Florida corporation, together with our check in the amount of \$10.00.

Please file the enclosed on Friday, ~~January 31, 1969~~, advising us of the filing by collect telephone. Also, if there are any problems, please call us.

Thank you for your assistance.

Very truly yours,

CT CORPORATION SYSTEM

Richard T. Rizzi

C. TAX	
FILING	10
R. AGENT FEE	
C. COPY	
TOTAL	10
R. BANK	10
BALANCE DUE	
REFUND	

RTR:lm

FILED  
JAN 31 1969  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

File as  
Rizzi-31-69  
mrs. [unclear]

AGREEMENT OF MERGER made and entered into, this day of January, A.D. 1969, 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, parties of the first part, and CENTRAL LEASING & SERVICES, INC., hereinafter sometimes referred to as "CENTRAL", a corporation organized and existing under the laws of the State of Wisconsin and a majority of the directors thereof, parties of the second part.

WHEREAS, said RYDER, party of the first part, 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, of which capital stock, one hundred (100) shares of said common stock are now issued and outstanding; and

WHEREAS, said CENTRAL, party of the second part, was incorporated and is existing under the laws of the State of Wisconsin and has a maximum amount of capital stock, which it is authorized to have outstanding, of one thousand two hundred fifty (1,250) shares of common stock without nominal or par value of which capital stock, one thousand (1,000) shares of said common stock are now issued and outstanding; and

WHEREAS, the principal office of RYDER, the party of the first part, in the State of Florida, is located at 2701 Bayshore Drive, in the City of Miami, County of Dade, and the principal office of CENTRAL, the party of the second part, in the State of Wisconsin, is located at 530 South 108th Street, in the City of Milwaukee, County of Milwaukee; and

WHEREAS, the Board of Directors of each of the corporations, parties hereto, to the end that greater efficiency and

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OF STATE  
TALLAHASSEE, FLORIDA

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, which corporation shall be the party of the first part.

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 boards of directors have agreed and do hereby agree each with the other that pursuant to the provisions of Chapter 608, Florida Statutes, RYDER, the party of the first part and CENTRAL, party of the second part, shall be and the same hereby are merged into a single corporation which shall be the party of the first part, which is a corporation organized and existing under the laws of the State of Florida.

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 and the objects and purposes proposed to be transacted and carried on, are 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 Chap. 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

OFFICERS

POST OFFICE ADDRESSES

President	M. V. Allen	2701 South Bayshore Drive Miami, Florida
Secretary	Daniel K. C'Connell	2701 South Bayshore Drive Miami, Florida
Treasurer	John D. Speck	2701 South Bayshore Drive Miami, Florida

NINTH: The manner of converting the issued and outstanding shares of the surviving corporation and of the constituent corporation shall be as follows:

1. Inasmuch as RYDER TRUCK RENTAL, INC. owns all the authorized, issued and outstanding shares of CENTRAL LEASING & SERVICES, INC., there shall be no change in the authorized capital stock or in the issued and outstanding shares of RYDER TRUCK RENTAL, INC.

2. Upon the effective date of this merger, all issued and outstanding shares of the capital stock of CENTRAL LEASING & SERVICES, INC. shall be surrendered and cancelled and no shares of the surviving corporation shall be issued in exchange therefor, and the authorized and presently existing issued and outstanding shares of the capital stock of RYDER TRUCK RENTAL, INC., shall constitute the only shares of the 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 effective date of this merger, the separate existence of said constituent corporation shall cease and said constituent corporation shall be merged into RYDER TRUCK RENTAL, INC., the surviving corporation, in accordance with the provisions of this agreement, which surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities, the duties of each of the corporations, parties to this agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of the surviving corporation as they were of the constituent corporation, and the title to any real estate, whether by deed or otherwise, vested in said corporation, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of said corporation shall be preserved unimpaired, and all debts, liabilities, and duties of said constituent corporation shall thenceforth attach to the said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, including any reports and taxes which may be legally found due from any of the constituent corporations.

If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said surviving corporation, according to the terms hereof, the title to

any property or rights of said constituent corporation, the proper officers and directors of said surviving corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this agreement of merger.

The surviving corporation reserves the right to amend, alter, change or repeal any provision contained in this agreement of merger which may be contained in the certificate of incorporation of a corporation organized under Chapter 608, Florida Statutes, 1955, in the manner now or hereafter prescribed by said Chapter 608, and all rights conferred upon stockholders herein are granted subject to this reservation.

ELEVENTH: This agreement of merger shall be submitted to the stockholders of each of the corporations parties hereto, to be considered by them and adopted, either at meetings separately called and held in accordance with the provisions in that behalf contained in the law under which they were respectively organized; and if approved and adopted by the affirmative vote of that proportion of the stockholders required by the statutes respectively under which the other constituent corporation was organized, it shall be executed by the proper officers of each of the parties hereto in the manner required by the laws of each state, respectively, whereupon one of the originally executed copies of the joint plan and agreement shall be filed in the office of the Secretary of State of Florida, as required by the provisions of Section 608.20, Florida Statutes, 1955; ~~after which a copy of the same shall be filed with the Secretary of State of Florida shall be filed into the Secretary of State of California.~~

TWENTH: This Agreement shall be effective as of the close of business on January 31, 1969.




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, a majority of the directors of RYDER TRUCK RENTAL, INC., party of the first part, and a majority of the directors of CENTRAL LEASING & SERVICES, INC., party of the second part, being each of the parties to this Agreement, have, this ~~20th~~ day of January, 1969, signed this Agreement of Merger under the corporate seals of said corporations.

(CORPORATE SEAL)

  
M. V. Allen

  
Arnold B. Braun


  
John J. Davis

Signed, sealed and delivered in the presence of:

  
A Majority of the Directors of Ryder Truck Rental, Inc.

(CORPORATE SEAL)

  
M. V. Allen

  
Arnold B. Braun

  
John J. Davis

Signed, sealed and delivered in the presence of:

  
A Majority of the Directors of Central Leasing & Services, Inc.

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 M. VAN ALLEN, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as president of CENTRAL LEASING & SERVICES, INC., a corporation of the State of Wisconsin, 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 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 *24th* day of January, A. D. 1969.

(NOTARIAL SEAL)

*Judith A. Hill*  
Notary Public  
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES MAR. 20, 1970

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 M. VAN ALLEN, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as 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 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 *24th* day of January, A. D. 1969.


(NOTARIAL SEAL)

*Judith A. Hall*  
Notary Public  
NOTARY PUBLIC STATE OF FLORIDA at LARGE  
BY COMMISSION EXPIRES MAR. 28, 1971

I, D. K. O'Connell, Secretary of HYDER TRUCK RENTAL, INC., a corporation of the State of Florida, DO HEREBY CERTIFY, in accordance with the provisions of the Florida Statutes, that the foregoing Agreement of Merger of HYDER TRUCK RENTAL, INC. and CENTRAL LEASING & SERVICES, INC. was submitted to the stockholders of said HYDER TRUCK RENTAL, INC. at a meeting thereof called separately from any meeting of the stockholders of said CENTRAL LEASING & SERVICES, INC. for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Florida Statutes, and that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the stockholders of said HYDER TRUCK RENTAL, INC. entitling them to exercise at least a majority of the voting power on a proposal to merge said corporation with another were for the adoption of said agreement.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said HYDER TRUCK RENTAL, INC. this 24th day of January, 1969.


(CORPORATE SEAL)

  
*D. K. O'Connell*  
D. K. O'Connell  
Secretary of HYDER TRUCK RENTAL,  
INC.

I, D. K. O'Connell, Secretary of CENTRAL LEASING & SERVICES, INC., a corporation of the State of Florida, DO HEREBY CERTIFY, in accordance with the provisions of the Florida Statutes, that the foregoing Agreement of Merger of HYDER TRUCK RENTAL, INC. and CENTRAL LEASING & SERVICES, INC. was submitted to the stockholders of said CENTRAL LEASING & SERVICES, INC. at a meeting thereof called separately from any meeting of the stockholders of said HYDER TRUCK RENTAL, INC. for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Florida Statutes, and that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the stockholders of said CENTRAL LEASING & SERVICES, INC. entitling them to exercise at least a majority of the voting power of said corporation on a proposal to merge said corporation with another, were for the adoption of said Agreement.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said CENTRAL LEASING & SERVICES, INC. this 24th day of January, 1969.

(CORPORATE SEAL)

  
D. K. O'Connell  
Secretary of CENTRAL LEASING &  
SERVICES, INC.

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