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Articles of Merger
Filed 5-28-71

12 pgs.

A-76669 (v)

RYDER TRUCK RENTAL, INC.

Agreement of Merger
merging RYDER TRUCK RENTAL,
INC., a Pennsylvania corporation
not qualified to do bus. in the
State of Florida, into above
corp.

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by ps on May 28, 1971

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

RYDER SYSTEM, INC.
LAW DEPARTMENT
2701 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133
TELEPHONE (305) 448-8321

oc's

ARNOLD S. BRAUN
VICE PRESIDENT - LAW
RODERICK C. DICKINSON
SECRETARY - SENIOR COUNSEL
JAMES A. RYDER, JR.
GARY E. TURNER
DARIAN S. ANDERSEN

May 26, 1971

Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32304

FILED
MAY 28 9 41 AM 1971
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attention: Corporate Division

Good - good

Re: Merger of Ryder Truck Rental of Pa., Inc. (Pennsylvania) into
Ryder Truck Rental, Inc. (Florida)

Dear Sir:

We enclose for filing in your office Agreement of Merger between Ryder
Truck Rental of Pa., Inc., a Pennsylvania corporation, and Ryder Truck
Rental, Inc., a Florida corporation.

The effective date of the Merger, as stated in the Agreement, is May 31, 1971,
and we would like to have the Agreement shown as filed on or before that
date. Please telephone us collect if there is any question regarding this.

Please certify and return two copies of the Agreement of Merger. We have
enclosed our check for \$20 in payment of the fees for filing and certified
copies.

Sincerely,

Roderick C. Dickinson

Roderick C. Dickinson

RCD/ef
enclosures

EFFECTIVE DATE

C. TAX	
FILING	10.00
C. C. PY	10.00
R. A. FEE	
G. Y.	
A. C.	20.00
COLLE	
S. J.	

EFFECTIVE DATE

EFFECTIVE DATE

EFFECTIVE DATE

S-31-71

MAY 27 1971
19000 *****10.00
- 18900 *****10.00

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AGREEMENT OF MERGER
OF
RYDER TRUCK RENTAL OF PA., INC.
INTO
RYDER TRUCK RENTAL, INC.

FILED
MAY 28 8 41 AM 1971
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER made and entered into this 10th day of
May, A. D., 1971, by and between RYDER TRUCK RENTAL OF PA., INC.
("RTR OF PA."), a corporation organized and existing under the laws of the
State of Pennsylvania, and a majority of the directors thereof, and RYDER
TRUCK RENTAL, INC. ("RYDER"), a corporation organized and existing under
the laws of the State of Florida and a majority of the directors thereof,

WHEREAS, RTR OF PA. was incorporated and is existing under the
laws of the State of Pennsylvania and has a maximum amount of capital stock,
which it is authorized to have outstanding, of 250 shares of common stock
having a par value of \$100 each, of which capital stock, 60 shares of common
stock are now issued and outstanding;

WHEREAS, 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 100 shares of common stock without nominal
or par value, of which capital stock, 100 shares of common stock are now issued
and outstanding; and

WHEREAS, the principal office of RTR OF PA. in the State of Pennsyl-
vania is located at 854 South 16th Street, in the City of Harrisburg, county of
Dauphin, and the principal office of RYDER in the State of Florida, is located
at 2701 South Bayshore Drive, in the City of Miami, County of Dade; 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 advis-
able and generally to the advantage and welfare of said corporations and their

respective stockholders that RTR OF PA merge into RYDER, under and pursuant to the provisions of Chapter 608, Florida Statutes.

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, RTR OF PA. shall be and it hereby is merged into RYDER, in accordance with the following terms and conditions:

FIRST: The name of the corporation which is to survive the merger, herein authorized, is and 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 for profit under Chapter 608, Florida Statutes, 1969, or as may be granted under the Laws of the State of Florida 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 for profit under the laws of the State of Florida.

THIRD: The maximum number of shares that the corporation is authorized to have outstanding at any one 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 post office address of the principal office of the corporation in Florida shall be 2701 South Bayshore Drive, P.O. Box 816, Miami, Florida.

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, who shall hold office in the first year or until their successors are elected and have qualified are:

DIRECTORS

POST OFFICE ADDRESSES

James A. Ryder

2701 South Bayshore Drive
Miami, Florida

M. V. Allen

2701 South Bayshore Drive
Miami, Florida

John J. Davis

2701 South Bayshore Drive
Miami, Florida

Arnold B. Braun

2701 South Bayshore Drive
Miami, Florida

OFFICERS

POST OFFICE ADDRESSES

President M. V. Allen

2701 South Bayshore Drive
Miami, Florida

Secretary R. C. Dickinson

2701 South Bayshore Drive
Miami, Florida

Treasurer D. K. O'Connell

2701 South Bayshore Drive
Miami, Florida

NINTH: The manner of converting the issued and outstanding shares of RTR of Pa. shall be as follows:

1. Inasmuch as Ryder owns all the issued and outstanding shares of RTR of Pa there shall be no change in the authorized capital stock or in the issued and outstanding shares of Ryder.
2. Upon the effective date of this merger, all issued and outstanding shares of the capital stock of RTR of Pa. shall be surrendered and cancelled and no shares

of Ryder shall be issued in exchange therefor, and the authorized and presently existing issued and outstanding shares of the capital stock of Ryder shall constitute the only shares of the capital stock of the surviving corporation.

TENTH: The terms and conditions of the merger shall also include the following:

Until altered, amended or repealed, as therein provided, the By-Laws of Ryder, the survivor, in effect at the effective date of this merger, shall be the By-Laws of the surviving corporation.

The directors and the officers of Ryder on the effective date of this merger, shall be the directors and officers of the surviving corporation and they shall continue as such 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 RTR of Pa. shall cease and it shall be merged into Ryder, the surviving corporation, in accordance with the provisions of this agreement, which surviving corporation shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and 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 corporations, and the title to any real estate, whether by deed or otherwise, vested in said corporations, 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 corporations shall be preserved unimpaired, and all debts, liabilities, and duties of said corporations shall thenceforth attach to the 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.

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 the surviving corporation, according to the terms hereof, the title to any property or rights of the constituent corporations the proper officers and directors of the 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, 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 in accordance with the provisions in that behalf contained in the laws under which they were respectively organized; and if so approved and adopted, 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 agreement shall be filed in the office of the Secretary of State of Florida, as required by the provisions of Chapter 608 Florida Statutes, 1969.

TWELFTH: This Agreement shall be effective as of the close of business on May 31, 1971.

The surviving 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., and a majority of the directors of RYDER TRUCK RENTAL OF PA., INC., being each of the parties to this Agreement, have, this 10th day of May, 1971, signed this Agreement of Merger under the corporate seals of said corporations.

(CORPORATE SEAL)

Signed, sealed and delivered

in the presence of

Edward R. M. Frazier

M. V. Allen

M. V. Allen

J. J. Davis

J. J. Davis

A. B. Braun

A. B. Braun

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

(CORPORATE SEAL)

Signed, sealed and delivered

in the presence of:

Edward R. M. Frazier

M. V. Allen

M. V. Allen

J. J. Davis

J. J. Davis

A. B. Braun

A. B. Braun

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

I, R. C. Dickinson, Secretary of RYDER 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 RYDER TRUCK RENTAL, INC. and RYDER TRUCK RENTAL OF PA., INC. was adopted by Ryder Truck Rental, Inc., the constituent corporation surviving the merger, by action of its Board of Directors and without any vote of its stockholders, pursuant to the provisions of Section 608.20(3) Florida Statutes, 1969.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said RYDER TRUCK RENTAL, INC. this 25th day of May, 1971.

(CORPORATE SEAL)



Secretary of Ryder Truck Rental, Inc.

I, R. C. Dickinson, Secretary of RYDER TRUCK RENTAL OF PA., INC., a corporation of the State of Pennsylvania, DO HEREBY CERTIFY, in accordance with the provisions of the Florida Statutes, that the foregoing Agreement of Merger of RYDER TRUCK RENTAL, INC. and RYDER TRUCK RENTAL OF PA., INC., after having been executed by a majority of the Directors of each corporation, was duly adopted pursuant to Section 513 of Pennsylvania Business Corporation Law, by the written consent of the shareholder holding 60 shares of Common Stock of RYDER TRUCK RENTAL OF PA., INC., same being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of such shareholder.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of RYDER TRUCK RENTAL OF PA., INC., this 25th day of May, 1971.

(CORPORATE SEAL)



Secretary of Ryder Truck Rental of Pa., 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 stockholders of each of said corporations, the President and 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 25th day of May, 1971.

(CORPORATE SEAL)

RYDER TRUCK RENTAL, INC.

By *M. V. Allen*
President

By *R. E. Dickman*
Secretary

(CORPORATE SEAL)

RYDER TRUCK RENTAL OF PA., INC.

By *M. V. Allen*
President

By *R. E. Dickman*
Secretary

STATE OF FLORIDA)
COUNTY OF DADE)

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. V. 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 25th day of May, A. D., 1971.

(NOTARIAL SEAL)

Nancy S. Willard
Notary Public

Notary Public, State of Florida at Large.
My Commission Expires Feb. 25, 1975.

STATE OF FLORIDA)
COUNTY OF DADE)

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. V. 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 OF PA., INC., a corporation of the State of Pennsylvania, 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 25th day of May, A. D., 1971.

(NOTARIAL SEAL)

Nancy S. Willard
Notary Public

Notary Public, State of Florida at Large.
My Commission Expires Feb. 25, 1975.