

176669

600002470396--3

Articles of Merger

filed 11-5-74

18 pgs.

176669

M E R G E R

RYDER TRUCK RENTAL, INC. -- 176669

agreement of merger of

EQUIPMENT LEASING CORP. (a Michigan corporation -
not qualified)

into and under the above-named corporation

FILED: 11/5/76

*Frank
11-9-76*

mg

Merger



C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
1820 FIRST NATIONAL BANK TOWER, ATLANTA, GA. 30303 • (404) 658-1010

October 13, 1976

RE: RYDER TRUCK RENTAL INC. (Florida domestic) *RM*
Merging: EQUIPMENT LEASING CORP. (Michigan domestic)

Counsel: Fred Stuever, Attorney
Ryder System Inc.
3600 NW 82 Ave.
Miami, FL 33152

OCT 15th ? - 92600 ****20.00
OCT 15th ? - 92500 ***600.00
OCT 15th ? - 92400 ****15.00

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

Gentlemen:

At the request of counsel we enclose duplicate, executed merger document as shown above. If everything is in order we would appreciate your placing these documents on file, forwarding the usual evidence to this office. In addition, please forward to this office forty certified copies of this merger and four Certificates Under Seal reflecting the merger filing.

Our check in the amount of \$635.00 is enclosed to cover the cost of filing the merger and the certified copies and the Certificates Under Seal.

Very truly yours,
C T CORPORATION SYSTEM
[Signature]
Daniel W. Hans
Service Representative

PRIVILEGE TAX	
C. T. Y.	
FILING	15
C. COPY	1.00
R. COPY	2.00
P. COPY	
SEARCH	
TOTAL	6.35
BALANCE DUE	1.00

DWH/cw
Encls.

Check #19029 - \$635.00

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
1820 FIRST NATIONAL BANK TOWER, ATLANTA, GA. 30303 • (404) 658-1010

November 2, 1976

RE: RYDER TRUCK RENTAL, INC.

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

47 2 - 89800 *****150

Gentlemen:

In response to your letter of October 21, we return the merger for the above company along with our check in the amount of \$15.00. If everything is now in order we would appreciate your placing this document on file forwarding the usual evidence to this office.

Very truly yours,

C T CORPORATION SYSTEM


Daniel W. Hans
Service Representative

DWH/cw

Encls.

Check #19310 - \$15.00

PRIVILEGE TAX	
CITY TAX	
CITY	15
C. C. TAX	
T. F. FEE	
T. C. TAX	
T. C. TAX	15
T. C. TAX	
T. C. TAX	



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

November 8, 1976

BRUCE A. SMATHERS
SECRETARY OF STATE

Telephone Number:
904/488-3140

Daniel W. Hans, Serv. Rep.
C T CORPORATION SYSTEM
1820 First National Bank TOWER
Atlanta, Georgia, 30303

CHARTER NUMBER: 176669

SUBJECT: RYDER TRUCK RENTAL, INC. - Merger

This will acknowledge receipt of the following:

- 1. Check in the amount of \$ 650.00
- 2. Articles of Incorporation filed
- 3. Amendment to Articles of Incorporation filed
- 4. Articles of Merger or Consolidation filed November 5, 1976
- 5. Certificate of Withdrawal filed
- 6. Limited Partnership filed
- 7. Trademark Application filed
- 8. Application for qualification filed _____ . It is no longer required to issue a permit. A certificate under seal to this effect may be obtained for \$5.
- 9. Reinstatement filed
- 10. Dissolution filed
- 11. Other:

ENCLOSED:

- 1. Certified Copy(ies) -- Forty
- 2. Certificate(s) Under Seal -- Four
- 3. Photocopy(ies)
- 4. Other:

mg

DIVISION OF CORPORATIONS

Corp. 100 (Corp. 2)
05/03/76



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

BRYAN A. SMITHERS
SECRETARY OF STATE

Oct. 21, 1976

DIVISION OF CORPORATIONS
CHARTER SECTION

Telephone Number:
904/488-2675

Daniel W. Hans
C T Corporation System
1820 First Nat. Bank Tower
Atlanta, Ga. 30303

SUBJECT: RYDER TRUCK RENTAL, INC. ~~INC.~~ EQUIPMENT LEASING CORP.

Returned , Pending . Check acknowledged \$635.00

1. NAME IS NOT AVAILABLE.
2. BALANCE DUE: \$15.00 filing fee is \$15.00 for each corporation that is merging
3. The president or vice president must sign and their signature must be acknowledged.
4. The secretary or assistant secretary must sign.
5. A list of officers and directors with addresses must be included.
6. Notary public's acknowledgement is incomplete.
7. The date of adoption by the shareholders must be included.
8. The effective date cannot be prior to the date filed in this office unless it clearly states "for accounting purposes only".
9. The attached corporation report must be completed and returned.
10. Two sets of documents must be submitted, both containing original signatures.
11. The document must include a statement that all debts, obligations and liabilities of the corporation have been paid or discharged.
12. The document must include a statement that all remaining property and assets of the corporation have been distributed among its shareholders or that no property remained for distribution.
13. The document must include a statement that there are no actions pending against the corporation in any court.
14. A copy of the written consent of all shareholders must be submitted, together with a statement that all shareholders have signed the consent to dissolve.
15. The president's or secretary's signature for Ryder Truck Rental, Inc. must be notarized.

Please direct any inquiries on this matter to the
Division of Corporations at the above address.

RYDER TRUCK RENTALS, INC.

176669

8th

November,

75.

Agreement of Merger, merging EQUIPMENT LEASING CORP.,
a Michigan corporation, into and under RYDER TRUCK
RENTAL, INC., a Florida corporation, filed on the 8th
day of November, 1976, as shown by the records of this
office.

8th November,

76

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

THE UNDERSIGNED CORPORATIONS, PURSUANT TO SECTION 607.234 OF THE FLORIDA GENERAL CORPORATION ACT, HEREBY EXECUTE THE FOLLOWING ARTICLES OF MERGER:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
RYDER TRUCK RENTAL, INC. (Surviving Corporation)	Florida
EQUIPMENT LEASING CORP. (Merging Corporation)	Michigan

SECOND: The law of the state under which such foreign corporation is organized permits such merger.

THIRD: The name of the Surviving Corporation is RYDER TRUCK RENTAL, INC., a Florida corporation.

FOURTH: The plan of merger is as follows:

(1) Equipment Leasing Corp., a Michigan corporation, (hereafter the "Merging Corporation") shall be merged into Ryder Truck Rental, Inc., a Florida corporation (hereafter the "Surviving Corporation") and, upon the effective date of such merger, as hereinafter specified, the Merging Corporation shall cease to exist.

(2) The number of shares of the Merging and Surviving Corporations issued and outstanding are as

follows:

RYDER TRUCK RENTAL, INC.	100 Shares of Common Stock (without par value)
EQUIPMENT LEASING CORP.	1,242 Shares of Common Stock (par value \$1.00 per share)

(3) Inasmuch as the Surviving Corporation owns all the issued and outstanding shares of the Merging Corporation, there shall be no change in the authorized capital stock or in the issued and outstanding shares of the Surviving Corporation. Upon the effective date of this merger, all issued and outstanding shares of the capital stock of the Merging Corporation 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 the Surviving Corporation shall constitute the only shares that remain issued and outstanding.

(4) The state of incorporation of the Surviving Corporation is and shall remain Florida.

(5) The officers and directors of the Surviving Corporation shall be the same officers and directors in office prior to the merger.

(6) The name of the Surviving Corporation, upon the effective date of such merger, is and shall remain RYDER TRUCK RENTAL, INC.

(7) All provisions of the existing Certificate of Incorporation of the Surviving Corporation, on file with the Secretary of State of Florida, shall constitute the Certificate of Incorporation of the Surviving Corporation.

(8) The Surviving Corporation shall pay all expenses of carrying into effect and accomplishing the merger.

(9) Upon the effective date of this merger, the separate existence of the Merging Corporation shall cease and shall be merged into the Surviving Corporation in accordance with the provisions of his Agreement. The Surviving Corporation shall possess all the rights, privileges, powers, and franchises, and be subject to all the restrictions, disabilities, and duties of the Merging and Surviving Corporations, and all the singular, 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 Merging Corporation, 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 for 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 thence forth 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.

(10) If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law or in anything are necessary or desirable to vest in the Surviving Corporation, according

to the terms hereof, the title to any property or rights of the Merging Corporation, 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.

(11) This Agreement shall be effective as of the ~~_____~~ date of filing.

FIFTH: The Plan of Merger was adopted by the Shareholders of the Merging Corporation on the 5th day of October, 1976 and was adopted by the Board of Directors of the Surviving Corporation without approval of the Shareholders of said Surviving Corporation in accordance with the provisions of Section 607.221(5) of the Florida General Corporation Act.

SIXTH: All provisions of the law of the State of Florida and the State of Michigan applicable to the merger have been complied with.

SIGNED this 5th day of October, 1976.

RYDER TRUCK RENTAL, INC.
(The Surviving Corporation)

By: [Signature]
VICE PRESIDENT

Attest:
By: [Signature]
Asst Secretary

EQUIPMENT LEASING CORP.
(The Merging Corporation)

By: [Signature]
PRESIDENT

Attest:
By: [Signature]
Secretary

CERTIFICATION PURSUANT TO
FLORIDA GENERAL CORPORATION ACT,
SECTION 607.221 (5)

I, FRED RAY STUEVER, Assistant Secretary of
RYDER TRUCK RENTAL, INC., the ^{Secretary 1976} ~~Company~~ Corporation pur-
suant to the Plan of Merger to which this Certification
is attached do hereby certify that that Plan of Merger
was adopted pursuant to Section 607.221 (5) and that,
as of the date hereof, the outstanding shares of the
corporation were such as to render Section 607.221 (5)
applicable.

RYDER TRUCK RENTAL, INC.

By: 
Fred Ray Stuever,
Assistant Secretary

DATE:

Oct 5, 1976

CONSENT RESOLUTION

The undersigned being all of the members of the Board of Directors of EQUIPMENT LEASING CORP., a Michigan corporation and acting pursuant to Section 525 of the Michigan Business Corporation Act do hereby consent to the adoption of the following resolution:

RESOLVED, that the merger of this corporation into HYDER TRUCK RENTAL, INC., a Florida corporation, in accordance with the Plan of Merger, a copy of which is attached hereto, be, and the same is hereby, approved, and such Plan of Merger shall be submitted to the shareholder of this corporation for approval; and

FURTHER RESOLVED that upon approval of such Plan of Merger by the shareholder of this corporation, the President of this corporation be, and he hereby is, authorized and directed to execute on behalf of this corporation such Plan of Merger and such other certificates and documents as may be necessary to the implementation thereof and to cause the same to be filed with the appropriate governmental agencies and authorities.

Signed on October 5, 1976.


Donald J. Bogaski


Paula J. Bogaski

PLAN OF MERGER

This Plan of Merger, by and between RYDER TRUCK RENTAL, INC., a Florida corporation (hereafter "Surviving Corporation") and EQUIPMENT LEASING CORP., a Michigan corporation (hereafter "Merging Corporation").

WHEREAS, the Surviving Corporation owns all of the outstanding stock of the Merging Corporation; and

WHEREAS, the Articles of Incorporation of the Surviving Corporation authorize the Surviving Corporation to engage in the business carried on by the Merging Corporation; and

WHEREAS, the parties hereto desire to simplify their business procedures, bookkeeping and administrative structure, and to eliminate duplicative functions;

NOW, THEREFORE, in consideration of the foregoing, and the mutual covenants herein contained, the parties hereto agree as follows:

1. The Merging Corporation shall merge into the Surviving Corporation and upon the effective date of such merger, as hereinafter specified, the Merging Corporation shall cease to exist and shall no longer exercise its powers, privileges, and franchises, pursuant to the laws of Michigan. The Surviving Corporation shall succeed to the property and assets and exercise all of the powers, privileges and franchises of the Merging Corporation and shall assume and be liable for all of the debts and liabilities, if any, of the Merging Corporation.

2. This Plan shall be effective as of ~~October~~ ~~1974~~ the date of filing.

3. The number of shares of the Merging and Surviving Corporations issued and outstanding are as follows:

RYDER TRUCK RENTAL, INC. 100 Shares of Common Stock
(Without Par Value)

EQUIPMENT LEASING CORP. 1,242 Shares of Common Stock
(Par Value \$1.00 per Share)

The shares of the Merging Corporation shall not be converted into shares of the Surviving Corporation, but shall be cancelled, and the authorized capital stock of the Surviving Corporation shall not be changed but shall be and remain the same as before the merger.

4. The State of Incorporation of the Surviving Corporation shall be and remain the State of Florida.

5. The Officers and Directors of the Surviving Corporation shall be the same Officers and Directors in office prior to the merger.

6. The name of the Surviving Corporation, upon the effective date of such merger, shall be RYDER TRUCK RENTAL, INC.

7. All provisions of the existing Certificate of Incorporation of the Surviving Corporation, on file with the Secretary of State of Florida, shall constitute the Certificate of Incorporation of the Surviving Corporation.

8. The Merging Corporation and the Surviving Corporation shall take, or cause to be taken, all action, or cause to be done, all things necessary, proper or

advisable in accordance with the laws of the State of Michigan and the State of Florida, to consummate and make effective the merger.

9. This Plan of Merger was duly adopted by the Board of Directors of the Surviving Corporation on September 17, 1976.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these presents to be executed by the below named officers, this 5th day of October, 1976, by direction of the Board of Directors of each corporation.

ATTEST:

Paula J. Bogaski
Secretary

EQUIPMENT LEASING CORP.

By: Ronald J. Bogaski
President

ATTEST:

Ann Roy Hunter
Secretary

RYDER TRUCK RENTAL, INC.

By: B. J. Hunter
VICE-President