

176669

200002470402

Articles of merger
filed 3-7-79
15 pgs

**MERGER - A FOREIGN CORPORATION NOT QUALIFIED
IN FLORIDA, INTO A FLORIDA CORPORATION**

A notification letter was mailed to:

Ms. Norma Skoog
PO Box 520818
Miami, FL 33152

Mailed: 1 Certified Copy

File Number: 85

Remittance Totaling: \$45.00

COMMERCIAL LEASING, INC., a Pennsylvania Corporation not qualified in Florida

-----merging into-----

RYDER TRUCK RENTAL, INC.

Charter Number: 176669

Filing Date: March 7, 1979

176669

Word Processing: March 6, 1979

By: rr

merger

RYDER SYSTEM INC.
3809 NW 82nd Ave PO Box 820816
Miami Florida 33182



NORMA SKOOG
Staff Counsel
(305) 882-3382

March 2, 1979

Secretary of State
Division of Corporations
Capital Building
Tallahassee, Florida 32304

AR-72 7 1432 ***15
AR-72 1 1431 ***30

Attention: Mary Kacer

Dear Ms. Kacer:

Pursuant to our telephone conversation of February 26, I enclose for filing the duly executed Articles of Merger and Plan of Merger between Ryder Truck Rental, Inc., a Florida corporation, and Commercial Leasing, Inc., a Pennsylvania corporation, by which Commercial Leasing, Inc. is merged into Ryder Truck Rental, Inc., effective March 7, 1979. *NOV*

I also enclose copies of the Articles of Merger and Plan of Merger which I request be certified and returned to me and a check in the amount of \$45.00 representing the fees for filing and certification.

Please contact me if you have any questions.

Thank you.

Very truly yours,

Norma Skoog
Norma Skoog

NS/keg
enclosures

C. TAX.....	
FILING.....	30
R. AGENT FEE.....	
C. COPY.....	15
TOTAL.....	45
N. BANK.....	
BALANCE DUE.....	
RE-UND.....	

LF

FILED
MAR 7 9 25 AM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q 3-7-79

305/358-4023



P.O. BOX 58-2941 • MIAMI, FLORIDA 33159

DATE 7/79	AIRWAYBILL NUMBER 20046
<input type="checkbox"/> PREPAID <input type="checkbox"/> COLLECT <input type="checkbox"/> OTHER	<input type="checkbox"/> DOOR TO DOOR <input checked="" type="checkbox"/> AIRPORT TO DOOR <input type="checkbox"/> DOOR TO AIRPORT

SHIPPER M. Sherry - Ryder System, Inc.		CONSIGNEE Secretary of State-Division of Corporations	
ADDRESS 1000 E.W. 32nd Avenue		ADDRESS Capital Building	
CITY Miami	STATE Florida	CITY Tallahassee	STATE Florida
ZIP 33166		ZIP 32304	
AUTHORIZED BY X MARY		ATTENTION OF: Mary Kagan	
SHIPPER'S NUMBER		BILL TO	

(APPLICABLE ONLY WHEN CHARGES ARE TO BE PAID BY SOMEONE OTHER THAN SHIPPER OR CONSIGNEE)

QUANTITY	DESCRIPTION OF PIECES AND CONTENTS	WEIGHT	WEIGHT RATE	PICK-UP	DELIVERY	EXCESS VALUE CHARGE	TODOR	ASS/DIST	ADVANCE CHARGE	COO	COD/ADV. CHG. FEE
1	Envelope										
SPECIAL INSTRUCTIONS Original and one copy of documents enclosed - messenger is to file documents and return stamped copy to me in enclosed envelope. <u>Do NOT</u> to Mrs Mary Kagan											
DIMENSIONS <input checked="" type="checkbox"/> X <input checked="" type="checkbox"/> X <input type="checkbox"/> = <input type="checkbox"/>											
DECLARED VALUE		SIGNATURE OF AGENT		DATE		TIME		COD/ADV. CHG. FEE			
<small>Agree to pay or reimburse us for more than the value stated in the governing tariff for each parcel on which charges are assessed unless a higher value is declared and applicable charges paid thereon.</small>		<small>RECEIVED IN GOOD ORDER (EXCEPT AS NOTED)</small> <i>M. Sherry</i>		7/79		9:15 A.M.					

It is mutually agreed that the goods herein described are to be transported as specified herein, subject to governing tariffs, rates and tariffs in effect as of the date hereof which are filed in accordance with law. Said tariffs and rates, copies of which are available for inspection by the parties hereto, are hereby incorporated into and made part of this contract.

CONSIGNEE'S COPY

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

FILED
MAR 7 9 23 AM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED CORPORATIONS, PURSUANT TO SECTION 607.234 OF THE FLORIDA GENERAL CORPORATIONS 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:

Name of Corporation.

State of Incorporation

RYDER TRUCK RENTAL, INC.
(Surviving Corporation)

Florida

COMMERCIAL LEASING, INC.
(Merging Corporation)

Pennsylvania

SECOND: The laws of the state under which such foreign corporation is organized permit such merger.

THIRD: The name of the Surviving Corporation is RYDER TRUCK RENTAL, INC. and it shall be governed by the Laws of the State of Florida.

FOURTH: The Plan of Merger is as follows:

(1) Brockway Truck and Trailer Sales, Inc., a Pennsylvania corporation (the "Merging Corporation"), shall be merged into Ryder Truck Rental, Inc., a Florida corporation (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 rights, powers, privileges, and franchises, pursuant to the laws of the Commonwealth of Pennsylvania. The Surviving Corporation shall succeed to the property and assets of and exercise all the rights, 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) The number of shares of the undersigned corporations issued and outstanding are as follows:

Ryder Truck Rental, Inc.	100 Shares of Common Stock (Without Par Value)
Brockway Truck and Trailer Sales, Inc.	10 Shares of Common Stock (Without par value)

(3) Inasmuch as the Surviving Corporation owns all the issued and outstanding shares of the Merging Corporation, the shares of the Merging Corporation shall not be converted into shares of the Surviving Corporation, but shall be surrendered and cancelled, and the authorized and presently existing issued and outstanding shares of the capital stock of the Surviving Corporation shall not be

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

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

FILED
MAR 23 8 22 AM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
BROCKWAY TRUCK AND TRAILER SALES, INC. (Merging Corporation)	Pennsylvania

SECOND: The laws of the state under which such foreign
corporation is organized permit such merger.

THIRD: The name of the Surviving Corporation is RYDER
TRUCK RENTAL, INC. and it shall be governed by the Laws of
the State of Florida.

FOURTH: The Plan of Merger is as follows:

changed, but shall be and remain the same as before the merger.

(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 the 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 remain the same and 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) 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 Commonwealth of Pennsylvania and the State of Florida, to consummate and make effective the merger.

(10) The Plan shall be effective as of the 23rd day of March, 1979.

FIFTH: The Plan of Merger was adopted by the Shareholder of Brockway Truck and Trailer Sales, Inc., the Merging Corporation, on the 9th day of March, 1979, and was adopted by the Board of Directors of Ryder Truck Rental, Inc., 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 Commonwealth of Pennsylvania applicable to the merger have been complied with.

SEVENTH: The effective date of the Certificate of Merger shall be the 23rd day of March, 1979.

SIGNED this 24th day of March, 1979.

RYDER TRUCK RENTAL, INC.
(The Surviving Corporation)

By: [Signature]
Vice President

Attest:

[Signature]
Assistant Secretary

BROCKWAY TRUCK AND
TRAILER SALES, INC.
(The Merging Corporation)

By: [Signature]
President

Attest:

[Signature]
Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me
this 21st day of March, 1979, by M. E. Murphy,
Vice President of RYDER TRUCK RENTAL, INC., on behalf of
the corporation.

My commission expires

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JULY 20 1981
BONDED THROUGH GENERAL INS. UNDERWRITERS

Barbara R. Levy
(Notary Public)

(SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me
this 21st day of March, 1979, by J. M. Hessel,
President of BROCKWAY TRUCK AND TRAILER SALES, INC., on
behalf of the corporation.

My commission expires

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JULY 20 1981
BONDED THROUGH GENERAL INS. UNDERWRITERS

Barbara R. Levy
(Notary Public)

(SEAL)

PLAN OF MERGER

FILED
MAR 7 3 29 AM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS Ryder Truck Rental, Inc. is a corporation duly organized under the laws of the State of Florida (the "Surviving Corporation"); and

WHEREAS Commercial Leasing, Inc. is a corporation duly organized under the laws of the Commonwealth of Pennsylvania (the "Merging Corporation"); and

WHEREAS the Surviving Corporation purchased, and is the legal and beneficial owner, of all the issued and outstanding shares of the capital stock of the Merging Corporation; and

WHEREAS the Surviving and Merging Corporations are desirous of simplifying their business procedures, bookkeeping and administrative structure and of eliminating duplicative functions;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, the parties hereto, pursuant to the applicable provisions of the laws of the State of Florida and the Commonwealth of Pennsylvania, hereby agree as follows:

1. The Merging Corporation shall be merged 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 rights, powers, privileges, and franchises, pursuant to the laws of the Commonwealth of Pennsylvania. The Surviving Corporation shall succeed to the property and assets of and exercise all of the rights, 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. The number of shares of the Merging and Surviving Corporation issued and outstanding are as follows:

RYDER TRUCK RENTAL, INC.	100 Shares of Common Stock (Without Par Value)
COMMERCIAL LEASING, INC.	275 Shares of Common Stock (\$100 Par Value)

3. Inasmuch as the Surviving Corporation owns all the issued and outstanding shares of the Merging Corporation, the shares of the Merging Corporation shall not be converted into shares of the Surviving Corporation, but shall be surrendered and cancelled, and the authorized and presently existing issued and outstanding shares of the capital stock of the Surviving Corporation shall not be changed but shall be and remain the same as before the merger.

changed, but shall be and remain the same as before the merger.

(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 the 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 remain the same and 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) 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 Commonwealth of Pennsylvania and the State of Florida, to consummate and make effective the merger.

(10) The Plan shall be effective as of the 7th day of March, 1979.

FIFTH: The Plan of Merger was adopted by the Shareholder of Commercial Leasing, Inc., the Merging Corporation, on the 1st day of March, 1979, and was adopted by the Board of Directors of Ryder Truck Rental, Inc., 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 Commonwealth of Pennsylvania applicable to the merger have been complied with.

SEVENTH: The effective date of the Certificate of Merger shall be the 7th day of March, 1979.

SIGNED this 1st day of March, 1979.

RYDER TRUCK RENTAL, INC.
(The Surviving Corporation)

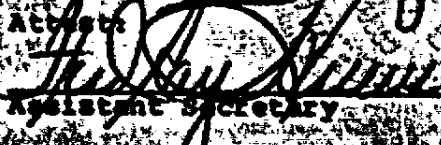
By: 
Vice President

Attest:

Assistant Secretary

COMMERCIAL LEASING, INC.
(The Merging Corporation)

By: 
President

Attest:

Assistant Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS:

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME
THIS 2nd DAY OF MARCH, 1979, BY M. E. Murphy,
VICE PRESIDENT OF RYDER TRUCK RENTAL, INC., ON BEHALF OF
THE CORPORATION.

MY COMMISSION EXPIRES

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JULY 29 1981
SIGNED THIS GENERAL SS. UNDERWRITES

Barbara L. Lowry
(NOTARY PUBLIC)

(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME
THIS 2nd DAY OF MARCH, 1979, BY J. M. Young,
PRESIDENT OF COMMERCIAL LEASING, INC., ON BEHALF OF THE
CORPORATION.

MY COMMISSION EXPIRES

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JULY 29 1981
SIGNED THIS GENERAL SS. UNDERWRITES

Barbara L. Lowry
(NOTARY PUBLIC)

(SEAL)