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Articles of Merger
Filed 3-30-71

14 pgs.

A 76669 (u)

RYDER TRUCK RENTAL, INC.

Agreement of Merger merging
RYDER TRUCK RENTAL OF
MINNESOTA, ^{INC} a Minnesota corp.,
not qualified in Fla., into
RYDER TRUCK RENTAL, INC.,
the surviving corp.,

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by ps on Mar. 30, 1971

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

oc's
RYDER SYSTEM, INC.

LAW DEPARTMENT

2701 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133

TELEPHONE (305) 445-8321

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

March 25, 1971

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

Attention: Corporation Division

oc
not qualified
MAR 25 1971 - 07300 ***+18.00
MAR 25 1971 - 07300 ***+18.00

Re: Merger of Ryder Truck Rental of Minnesota, Inc. (Minnesota)
into Ryder Truck Rental, Inc. (Fla.)

Dear Sir:

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

The effective date of the Merger, as stated in the Agreement, is March 31, 1971, and we would like to have the Agreement shown as filed on or before that date. Please telephone us to 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:gn
Encls.

C. TAX	10.00
FILING	10.00
C. COPY	
R. A. FEE	
P. COPY	
STA. CH	
TOTAL	20.00
BALANCE DUE	
PAID	

8/31/71
mcc

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

AGREEMENT OF MERGER made and entered into this 10th day of March, A.D., 1971, by and between RYDER TRUCK RENTAL, INC. hereinafter sometimes referred to as "RTR", a corporation organized and existing under the laws of the State of Florida, and a majority of the directors thereof, and Ryder Truck Rental Minnesota, Inc. hereinafter sometimes referred to as "RTR of Minnesota", a corporation organized and existing under the laws of the State of Minnesota and a majority of the directors thereof.

WHEREAS, RTR 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, RTR of Minnesota was incorporated and is existing under the laws of the State of Minnesota and has a maximum amount of capital stock, which it is authorized to have outstanding, of 5,000 shares of common stock without par value of which 3,000 shares are designated as Class A Common Stock, 1,996 shares of which are outstanding, and 2,000 shares are designated as Class B Common Stock, 119 shares of which are outstanding, and 2,500 shares of preferred stock, \$100 par value, none of which shares are outstanding.

WHEREAS, the principal office of RTR in the State of Florida is located at 2701 South Bayshore Drive, in the City of Miami, County of Dade, and the principal office of RTR of Minnesota in the State of Minnesota, is located in the City of Minneapolis, County of Hennepin, 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 surviving corporation, under and pursuant to the provisions of Chapter 608, Florida Statutes, which surviving corporation shall be RTR.

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, RTR of Minnesota shall be and the same hereby is merged into RTR, a corporation organized and existing under the laws of the State of Florida, 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 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 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 (\$500.00) Dollars.

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 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:

<u>DIRECTORS</u>	<u>POST OFFICE ADDRESSES</u>
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
<u>OFFICERS</u>	<u>POST OFFICE ADDRESSES</u>
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 KTR of Minnesota shall be as follows:

1. Inasmuch as RTR owns all the issued and outstanding shares of RTR of Minnesota, there shall be no change in the authorized capital stock or in the issued and outstanding shares of RTR.

2. Upon the effective date of this merger, all issued and outstanding shares of the capital stock of RTR of Minnesota shall be surrendered and cancelled and no shares of RTR shall be issued in exchange therefor, and the authorized and presently existing issued and outstanding shares of the capital stock of RTR 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 RTR, 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 RTR 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 Minnesota shall cease and it shall be merged into RTR, 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 March 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 MINNESOTA, INC., being each of the parties to this Agreement, have, this 10th day of March, 1971, signed this Agreement of Merger under the corporate seals of said corporations.

(CORPORATE SEAL)

Signed, sealed and
delivered in the presence
of: Gene C. Neumann

J. A. Ryder
A. Ryder
M. V. Allen
M. V. Allen
John J. Davis
John J. Davis

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

(CORPORATE SEAL)

Signed, sealed and
delivered in the presence
of: Gene C. Neumann

J. A. Ryder
A. Ryder
M. V. Allen
M. V. Allen
John J. Davis
John J. Davis

A Majority of the Directors of
Ryder Truck Rental of Minnesota, 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 MINNESOTA, 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 10th day of March, 1971.


(CORPORATE SEAL)


Secretary of RYDER TRUCK RENTAL, INC.

I, R. C. Dickinson, Secretary of RYDER TRUCK RENTAL OF MINNESOTA, INC., a corporation of the State of Minnesota, 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 MINNESOTA, INC., after having been executed by a majority of the Directors of each corporation, was duly adopted pursuant to Section 301.26(11) of Minnesota Business Corporation Act, by the written consent of the shareholder holding 1,996 shares of Class A Common Stock and 119 shares of Class B Common Stock of RYDER TRUCK RENTAL OF MINNESOTA, 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 MINNESOTA, INC. this 10th day of March, 1971.

(CORPORATE SEAL)


R. C. Dickinson, Secretary of
Ryder Truck Rental of Minnesota, 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 10 day of March, 1971.

RYDER TRUCK RENTAL, INC.

(CORPORATE SEAL)

By: *M. J. Hall*
President

By: *R. C. Sullivan*
Secretary

RYDER TRUCK RENTAL OF MINNESOTA, INC.

(CORPORATE SEAL)

By: *M. J. Hall*
President

By: *R. C. Sullivan*
Secretary

STATE OF FLORIDA)

33.

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 acknowledgements, 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 10th day of March A.D., 1971.

(NOTARIAL SEAL)

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

STATE OF FLORIDA) ss.
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 MINNESOTA, INC., a corporation of the State of Minnesota, 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 10th day of March, A.D., 1971.

(NOTARIAL SEAL)

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