

176669

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Articles of Merger
Filed 5-27-77

15 pgs.

M E R G E R

RYDER TRUCK RENTAL, INC. - 176669

agreement of merger of

AMERICAN TRUCK LEASING, INC. - a Mass. corp.
not qualified

into and under the above-named corporation

FILED: 5/27/77

mg

176669

Articles and Plan of Merger of HYDER TRUCK RENTAL, INC., a Florida corporation, filed on the 27th day of May, 1977, as shown by the records of this office.

31st

May,

77



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

May 31, 1977

BRUCE A. SMATHERS
SECRETARY OF STATE

F. R. RITTER, Director
Division of Corporations
904/488-3140

DAVID C. MACNAMARA
ASSISTANT SECRETARY OF STATE

Charles A. Coyle, Acc't Rep.
C T CORPORATION SYSTEM
1820 First National Bank Tower
Atlanta, Georgia 30303

SUBJECT: RYDER TRUCK RENTAL, INC. merging
AMERICAN TRUCK LEASING, INC. - not qualified

DOCUMENT NUMBER: 176669

This will acknowledge receipt of the following:

1. XX Check(s) totalling \$ 565.00
2. _____ Articles of Incorporation filed
3. _____ Amendments to Articles of Incorporation filed
4. XX Articles of Merger or Consolidation filed **May 27, 1977**
5. _____ Certificate of Withdrawal filed
6. _____ Limited Partnership filed
7. _____ Limited Partnership Annual Report filed
8. _____ Trademark Application filed
9. _____ 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.
10. _____ Reinstatement filed
11. _____ Articles of Dissolution filed
12. _____ OTHER:

ENCLOSED:

1. XX Certified Copy(ies). - Thirty-four (34)
2. XX Certificate(s) Under Seal. - Five (5)
3. _____ Photocopy(ies).
4. _____ OTHER:

STATE OF FLORIDA

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I CERTIFY, FROM THE RECORDS OF THIS OFFICE, THAT ARTICLES AND PLAN OF MERGER WERE FILED ON MAY 27, 1977, THEREIN AND THEREBY MERGING AMERICAN TRUCK LEASING, INC., A NEW YORK CORPORATION NOT QUALIFIED TO DO BUSINESS IN FLORIDA, INTO AND UNDER RYDER TRUCK RENTAL, INC., A FLORIDA CORPORATION.



GIVEN under my hand and the Great

Seal of the State of Florida, at

Tallahassee, the Capital, this the

31st day of May,

19 77.

Bruce C. Smith

SECRETARY OF STATE

merger

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
1820 FIRST NATIONAL BANK TOWER, ATLANTA, GA. 30303 - (404) 858-1010

May 20, 1977

SURV
RE: RYDER TRUCK RENTAL, INC. (Florida)
Merging: AMERICAN TRUCK LEASING, INC. (Mass.)

COUNSEL: James M. Herron, V.P. & Gen. Counsel.
Ryder System, Inc.
3600 N.W. 82nd Avenue
Miami, Florida 33166

FILED
MAY 24 10 46 PM '77
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Fla. 32304

Gentlemen:

On instructions of counsel enclosed is an executed copy of articles of merger between the above companies together with our check in the amount of \$30.00.

We would appreciate your filing the articles upon receipt, forwarding the usual evidence to the undersigned.

Also if for any reason the articles can not be filed we would appreciate your informing us the details by telephone. Our WATS number is 1-800-241-8922.

Also, upon filing we would appreciate your furnishing us with 34 certified copies of the merger and 5 one page certificates setting out that the Massachusetts company merged into the Florida company and the date of merger was filed. Enclosed is our check in the amount of \$535.00 to cover your fee for these documents.

Very truly yours,

C T CORPORATION SYSTEM

Charles A. Coyle
Charles A. Coyle
Account Representative

PRIVILEGE TAX
C. TAX
FILING <i>30</i>
C. COPY <i>535</i>
R. A. FEE
P. COPY
SEARCH
TOTAL <i>565</i>
BALANCE DUE

5 Cus 7 34

CAC/sb

Encl.

27

12T

FILED

MAY 27 4 16 PM 1971

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

SECP. 1971
TALLAH. ASSOC. FLORIDA

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
AMERICAN TRUCK LEASING, INC. (Merging Corporation)	Massachusetts

SECOND: The laws of the state under which such foreign corporation is organized permits such merger; Commonwealth of Massachusetts, General Laws, Chapter 156B, Section 82.

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

FOURTH: The plan of Merger is as follows:

(1) American Truck Leasing, Inc., a Massachusetts 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)
AMERICAN TRUCK LEASING, INC.	129 Shares of Common Stock (Without Par Value)

(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 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) 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 this 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 licenses 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.

FIFTH: The Plan of Merger was adopted by the Shareholders of the Merging Corporation on the 7th day of April, 1977 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 Commonwealth of Massachusetts applicable to
the merger have been complied with.

SIGNED this 18th day of May, 1977.

RYDER TRUCK RENTAL, INC.
(The Surviving Corporation)

AMERICAN TRUCK LEASING, INC.
(The Merging Corporation)

By: Donald Eskes
Vice President

By: [Signature]
President

Attest:

Attest:

Fred Ray Skinner
Assistant Secretary

James E. Russell
Secretary

STATE OF FLORIDA)
COUNTY OF DADE) ss:

Before me personally appeared Donald Eskes
and Fred Ray Skinner, to me known, and known to me to
be the individuals described in and who executed the foregoing
instrument as Vice President and Assistant Secretary respectively,
of the corporation named herein, and severally acknowledged
before me that they executed the same as such officers in
the name and on behalf of said corporation.

WITNESS my hand and official seal, this 18th day of

May, 1977.

Beverly Bayne
Notary Public

My Commission Expires:

May 29, 1978

STATE OF FLORIDA)
COUNTY OF Dade) ss:

Before me personally appeared C. M. Young
and Terrance L. Russell, to me known, and known to me to
be the individuals described in and who executed the foregoing
instrument as President and ~~Assistant~~ Secretary respectively,
of the corporation named herein, and severally acknowledged
before me that they executed the same as such officers in
the
name and on behalf of said corporation.

WITNESS my hand and official seal, this 18th day of
May, 1977.

Benedict Bayne
Notary Public

My Commission Expires:

May 29, 1978

PLAN OF MERGER

FILED
MAY 27 4 16 PM 1977
SEALAN OF STATE
TALLAHASSEE, FLORIDA

This Plan of Merger, by and between RYDER TRUCK RENTAL, INC., a Florida corporation (hereafter "Surviving Corporation") and AMERICAN TRUCK LEASING, INC., a Massachusetts 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 Massachusetts. 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 the date of filing.

3. 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)
AMERICAN TRUCK LEASING, INC.	129 Shares of Common Stock (Without Par Value)

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 remain the same and 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 Commonwealth of Massachusetts 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 March 15, 1977.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these presents to be executed

by the below named officers, this 18th day of May, 1977, by direction of the Board of Directors of each corporation.

ATTEST:

RYDER TRUCK RENTAL, INC.

[Signature]
Assistant Secretary

By: [Signature]
Vice President

W. Law
5/19/77

ATTEST:

AMERICAN TRUCK LEASING, INC.

[Signature]
Secretary

By: [Signature]
President

STATE OF FLORIDA)
COUNTY OF DADE) ss:

Before me personally appeared Donald Estes and Fred Ray Swener, to me known, and known to me to be the individuals described in and who executed the foregoing instrument as Vice President and Assistant Secretary respectively, of the Corporation named herein, and severally acknowledged before me that they executed the same as such officers in the name and on behalf of said corporation.

WITNESS my hand and official seal, this 18th day of May, 1977.

[Signature]
Notary Public

My Commission Expires:

May 29, 1978

State of Florida
COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF Dade) ss:

Before me personally appeared C. M. Young and Terence L. Russell, to me known, and known to me to be the individuals described in and who executed the foregoing

instrument as President and Secretary respectively, of the corporation named herein, and severally acknowledged before me that they executed the same as such officers in the name and on behalf of said corporation.

WITNESS my hand and official seal, this 18th day of

May, 1977.

Beverly Payne
Notary Public

My Commission Expires:

May 29, 1978

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

I, FRED RAY STUEVER, Assistant Secretary of RYDER TRUCK RENTAL, INC., the Surviving Corporation pursuant 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
Fred Ray Stuever,
Assistant Secretary

Date: May 18, 1977