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Articles of Merger

Filed 6-30-72

12 pgs.

A-76669 (x)

RYDER TRUCK RENTAL, INC.

Agreement of Merger between  
RYDER TRUCK RENTAL, INC.  
a Fla. corp., and TERMINAL  
TRUCK LEASING, INC., a Texas  
corp. not qualified to do  
business within the State of  
Fla., merging into and under  
the name of RYDER TRUCK  
RENTAL, INC. the cont. corp.  
filed 6/30/72

FILED IN OFFICE OF DEPARTMENT  
OF STATE. STATE OF FLORIDA.

by \_\_\_\_\_ on \_\_\_\_\_  
mp 6/30/72  
RICHARD (DICK) STONE  
SECRETARY OF STATE

**RYDER SYSTEM, INC.**  
LAW DEPARTMENT  
2701 SOUTH BAYSHORE DRIVE  
MIAMI, FLORIDA 33138  
TELEPHONE (305) 446-8321

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

June 27, 1972

Secretary of State  
Corporation Division  
Tallahassee, Florida

Gentlemen:

Enclosed herewith are Agreements of Merger for:

1. Terminal Truck Leasing, Inc., a Texas corporation, into Ryder Truck Rental, Inc., a Florida corporation.
2. Ryder Technical Institute, Inc., a Florida corporation and Lincoln Technical Institute, a New Jersey Corporation into Ryder Schools, Inc., a Delaware corporation.

Enclosed herewith are filing fees for the two mergers and certified copies of each, totalling \$50.00.

If for any reason the merger cannot be filed on the effective date of June 30, 1972, please advise me immediately.

Very truly yours,

*Darian B. Andersen*  
Darian B. Andersen

DBA/ef  
enc

PRIVILEGE TAX	•
C. TAX	
FILING	15
C. COPY	10
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	25
BALANCE DUE	
REFUND	

EFFECTIVE DATE  
6/30/72

FILED  
JUN 30 10 09 AM '72  
TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER

AGREEMENT OF MERGER made and entered into this June, 1972, by and between TERMINAL TRUCK LEASING, INC., a corporation organized and existing under the laws of the State of Texas, hereinafter referred to as the "Merging Corporation" and RYDER TRUCK RENTAL, INC., a corporation organized and existing under the laws of the State of Florida, hereinafter referred to as the "Surviving Corporation".

WHEREAS, Terminal Truck Leasing, Inc. was incorporated and is existing under the laws of the State of Texas, and has a maximum amount of capital stock, which is authorized to have outstanding, of ONE THOUSAND (1000) shares of common stock, having a par value of TEN (\$10.00) DOLLARS each, of which capital stock, 125 shares of said stock are now issued and outstanding; and

WHEREAS, said Ryder Truck Rental, Inc., the Surviving Corporation, was incorporated and is existing under the laws of the State of Florida and has a maximum amount of capital stock, which is authorized to have outstanding, of ONE HUNDRED (100) shares of common stock having no par value, of which capital stock 100 shares are now issued and outstanding; 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 corporation, under and pursuant to the provisions of Chapter 608, Florida Statutes, which corporation shall be the Surviving Corporation.

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 hereby agree each with the other that pursuant to the provisions of Chapter 608, Florida Statutes, Terminal Truck Leasing, Inc. shall be and hereby is merged into Ryder Truck Rental, Inc. in accordance with the following terms:

1. The terms and conditions of the merger are set forth in the Plan of Merger attached hereto.

FILED  
JUN 30 10 08 AM '72  
DEPARTMENT OF REVENUE  
TALLAHASSEE, FLORIDA

2. The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Ryder Truck Rental, Inc., a composite of which is marked Exhibit A and is attached hereto.

3. The merger shall be and become effective upon approval, appropriate signatures and acknowledgments and subsequent to filing, as required by law, and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall possess all the rights, privileges, powers and franchises, as well of a public nature and of a private nature, and be subject to all the restrictions, disabilities and duties of the Merging Corporation.

IN WITNESS WHEREOF, a majority of the Directors of Terminal Truck Leasing, Inc., the Merging Corporation, and a majority of the Directors of Ryder Truck Rental, Inc., the Surviving Corporation, being each of the parties to this agreement, have this            day of June, 1972, signed this Agreement of Merger under the corporate seals of said corporations.

(SEAL)

Signed, Sealed and Delivered in the presence of

Edythe Rm Linger

A. B. Braun *A. B. Braun*

M. V. Allen *M. V. Allen*

J. Davis *J. Davis*

A Majority of the Directors of  
Terminal Truck Leasing, Inc.

(SEAL)

A. B. Braun *A. B. Braun*

M. V. Allen *M. V. Allen*

J. Davis *J. Davis*

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

Signed, Sealed and Delivered in the presence of

Edythe Rm Linger

The above Agreement of Merger having been executed by a majority of the Board of Directors of each of the corporations, parties thereto, the Vice President or

Secretary of each corporate party hereto, do now hereby execute this agreement and act of merger under the corporate seals of their respective corporations, by authority of the Directors thereof, and in accordance with Section 608.20(3) of the Florida Statutes, as the respective act, deed and agreement of each of said corporations, on this                      day of June, 1972.

TERMINAL TRUCK LEASING, INC.

(SEAL)

By A. B. Braun <sup>SSA</sup>  
Vice President

P. J. Quinn  
Secretary

RYDER TRUCK RENTAL, INC.

(SEAL)

By A. B. Braun <sup>SSA</sup>  
Vice President

P. J. Quinn  
Secretary

STATE OF Florida )  
COUNTY OF DADE )

Before me, the undersigned, a Notary Public within and for the county and State aforesaid this        day of June, 1972, personally appeared A. B. Braun Vice President of Terminal Truck Leasing, Inc. and acknowledged the execution of the foregoing Agreement of Merger.

Witness my hand and official seal on the day and year last above written.

Eugene R. Frazier  
Notary Public

NOTARY PUBLIC, STATE OF FLORIDA at LARGE  
MY COMMISSION EXPIRES NOV. 3, 1975

STATE OF FLORIDA )  
COUNTY OF DADE )

Before me, the undersigned, a Notary Public within and for the county and state aforesaid this        day of June, 1972, personally appeared A. B. Braun a Vice President of Ryder Truck Rental, Inc. and acknowledged the execution of the foregoing Agreement of Merger.

Witness my hand and official seal on the day and year last above written.

Eugene R. Frazier  
Notary Public

NOTARY PUBLIC, STATE OF FLORIDA at LARGE  
MY COMMISSION EXPIRES NOV. 3, 1975

## PLAN OF MERGER

This Plan of Merger, by and between RYDER TRUCK RENTAL, INC., a corporation of the State of Florida, hereinafter referred to as the "Surviving Corporation", and TERMINAL TRUCK LEASING, INC., a corporation of the State of Texas, hereinafter referred to as the "Merging Corporation".

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

WHEREAS, the Surviving Corporation has the power and purpose in its Articles of Incorporation 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;

In consideration of the foregoing, and the mutual covenants herein contained,

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, subject to the laws of the State of Texas, its state of incorporation. 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. Upon adoption and approval, this Plan shall be and become effective as of June 30, 1972.

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

Terminal Truck Leasing, Inc.	125 Shares of \$10 par common
Ryder Truck Rental, Inc.	100 Shares of no par common

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 with the laws of the states of Texas and Florida, to consummate and make effective the merger.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these presents to be executed by the below named officers, this day of June, 1972, by direction of the Board of Directors of each corporation.

Attest:

Re. Dublin  
Secretary

Attest:

Re. Dublin  
Secretary

TERMINAL TRUCK LEASING, INC.

By A. G. Brown  
Vice President

RYDER TRUCK RENTAL, INC.

By A. G. Brown  
Vice President



COMPOSITE  
OF  
CERTIFICATE OF INCORPORATION  
OF  
RYDER TRUCK RENTAL, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

(as amended January 30, 1958)

The name of this corporation shall be:

RYDER TRUCK RENTAL, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

(as amended December 1, 1966)

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 under Chapter 608.13 of the Compiled General Laws of Florida, 1959, and to any other rights and powers vested in corporations for profit under Chapter 23170 of the Laws of Florida, 1959, or as may be granted under any amendments thereto at any time hereafter. Without excluding any of the general powers or right to conduct the general nature of the general 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 under the Laws of the State of Florida, not specifically reserved for special and Charter corporations such as banking and trust companies or other corporations which require special incorporation and approval under the other statutes of this state.

ARTICLE III

CAPITAL STOCK

(as amended March 27, 1969)

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.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business is Five Hundred (\$500.00) Dollars.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of business of said 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.

ARTICLE VII

DIRECTORS

(as amended March 27, 1969)

The names and post office addresses of the members of the first Board of Directors of this corporation, who shall hold office for the first year or until

their successors are chosen, and

#### DIRECTORS

#### POST OFFICE ADDRESSES

James A. Ryder

2701 South Bayshore Drive, Miami, Fla.

M. V. Allen

2701 South Bayshore Drive, Miami, Fla.

John J. Davis

2701 South Bayshore Drive, Miami, Fla.

Arnold B. Braun

2701 South Bayshore Drive, Miami, Fla.

#### OFFICERS

#### POST OFFICE ADDRESSES

M. V. Allen, President

2701 South Bayshore Drive, Miami, Fla.

Daniel K. O'Connell, Secretary

2701 South Bayshore Drive, Miami, Fla.

John D. Speck, Treasurer

2701 South Bayshore Drive, Miami, Fla.

#### ARTICLE VIII

#### SUBSCRIBERS

The names and post office addresses of the subscribers, and the number of shares of stock which each agrees to take, are:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>NUMBER OF SHARES</u>
J. L. Hiss	1229 DuPont Bldg., Miami, Fla.	2
Eva W. Jones	1229 DuPont Bldg., Miami, Fla.	2
Bessie C. Breyer	1229 DuPont Bldg., Miami, Fla.	1

the proceeds of which will amount to at least \$500.00.

IN WITNESS WHEREOF, the undersigned have subscribed their names on this, the 23rd day of December, 1953.

/s/ J. L. Hiss

/s/ Eva W. Jones

/s/ Bessie C. Breyer

STATE OF FLORIDA )

SS:

COUNTY OF DADE )

I hereby certify that on this the 23rd day of December, A.D., 1953, personally came and appeared before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, J. L. Hiss, Eva W. Jones and Bessie C. Breyer all to me well known and well known by me to be the persons described in and who severally acknowledged to me that they executed the foregoing Articles of Incorporation as their free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal on the day and year above written.

/s/ Jeanette Hardy  
Notary Public  
State of Florida at Large