

176669

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Articles of Merger
Filed 3-23-79

10 pgs.

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

A notification letter was mailed to:

walk-in

Mailed: 1 CC

File Number: 138

Remittance Totaling: \$45.00

BROCKWAY TRUCK AND TRAILER SALES, INC., a Pennsylvania Corporation not
qualified in Florida

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

RYDER TRUCK RENTAL, INC.

Charter Number: 176669

Filing Date: March 23, 1979

176669

Word Processing: March 23, 1979

By: rr

DATE 3/23/79 AIR WAYBILL NUMBER 27505

PREPAID ☐ COLLECT ☐ OTHER ☐

DOOR TO DOOR ☒ AIRPORT TO AIRPORT ☐



305/358-4023

P.O. BOX 69-2941 • MIAMI, FLORIDA 33159

SHIPPER E. Shroy - Sydar System, Inc.			CONSIGNEE Secretary of State - Div. of Corporations		
ADDRESS 1400 N.W. 12nd Avenue			ADDRESS Capital Building		
CITY Miami	STATE Florida	ZIP 33166	CITY Tallahassee	STATE Florida	ZIP 32304
AUTHORIZED BY X KACER		SHIPPER NUMBER	ATTENTION OF Mary Kacer		
BILL TO (APPLICABLE ONLY WHEN CHARGES ARE TO BE PAID BY SOMEONE OTHER THAN SHIPPER OR CARRIER)					

QUANTITY	DESCRIPTION OF PIECES AND CONTENTS	WEIGHT	WEIGHT RATE	CHARGES
1	Envelope			PICK-UP
				DELIVERY
SPECIAL INSTRUCTIONS Original and one copy of documents enclosed - messenger is to file and return copy in U.S. mail in enclosed envelope. See date for Mary Kacer.			EXCESS VALUE CHARGES	
			TODAY	
			ASS/DIST	
			ADVANCE CHARGE	
DIMENSIONS			C.O.D.	
DECLARED VALUE			C.O.D. ADV. CHG. FEE	
SIGNATURE OF AGENT X Mary Kacer			DATE 3/23/79	
RECEIVED IN GOOD ORDER (EXCEPT AS NOTED) X Mary Kacer			TIME 8:30 AM	

It is mutually agreed that the goods herein described are accepted in apparent good order (except as noted) by the consignee as specified herein, subject to governing classifications and terms in effect at the date hereof. Each item filed in accordance with law, held classifications and tariffs. Copies of labels are available for inspection by the consignee. The carrier disclaims liability and makes part of the contract.

CONSIGNEE'S COPY

RYDER SYSTEM INC.
3808 NW 52nd Ave PO Box 520816
Miami Florida 33152

NORMA SKOOG
Staff Counsel
(305) 183-3382

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

March 19, 1979

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

Attention: Mary Kacer

Dear Ms. Kacer:

Pursuant to your instructions, I enclose for filing the duly executed Articles of Merger and Plan of Merger between Ryder Truck Rental, Inc., a Florida corporation, and Brockway Truck and Trailer Sales, Inc., a Pennsylvania corporation, by which Brockway Truck and Trailer Sales, Inc. is merged into Ryder Truck Rental, Inc. effective March 23, 1979.

I also enclose copies of the Articles of Merger and the 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/kg
enclosures

PRIVILEGE TAX	
C. TAX	30
FILING	15
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	45
DUE DATE	
RECEIVED	

450
3/23/79
mk

mk

merger

RECEIVED
MAR 23 8 22 AM '79
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
****15.00
****30.00

NOV

PLAN OF MERGER

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

WHEREAS Brockway Truck and Trailer Sales, 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)
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 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 the 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 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. This Plan shall be effective as of the 23rd day of March, 1979.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these presents to be executed by the below named officers, this 21st day of March, 1979, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.

By: [Signature]
Vice President

Attest:

[Signature]
Assistant Secretary

BROCKWAY TRUCK AND TRAILER SALES, INC.

By: [Signature]
President

Attest:

[Signature]
Secretary

STATE OF FLORIDA)
COUNTY OF DADE) ss:

Before me personally appeared M. E. Murphy and John Ray Stinson, 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 of the above named RYDER TRUCK RENTAL, INC., a Florida corporation, and severally acknowledged to and before me that they executed such instrument as such Vice President and Assistant Secretary, respectively, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and

that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

Witness my hand and official seal, this 21st day of March, 1979.

Richard L. Lantry
Notary Public

My Commission Expires:

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

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me personally appeared J. M. Shum and Norma Shum, to me known and known to me to be the individuals described in and who executed the foregoing instrument as President and Secretary of the above named BROCKWAY TRUCK AND TRAILER SALES, INC., a Pennsylvania corporation, and severally acknowledged to and before me that they executed such instrument as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

Witness my hand and official seal, this 21st day of March, 1979.

Richard L. Lantry
Notary Public

My Commission Expires:

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

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 said 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: 3/20/79