

176669

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Articles of Merger  
Filed 12-11-84

11 pgs.

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

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**SEMPLER TRUCK RENTAL & LEASING, INC., a Massachusetts corporation not qualified  
in Florida**

**-----merging into-----**

**RYDER TRUCK RENTAL, INC.**

**Surviving Charter Number: 176669**

**Filing Date: December 11, 1984**

176669

Charter # Only

Rogers, Towers et al

Requestor's Name

118 1/2 East Jefferson Street

Address

Tallahassee, FL 32301 222-7200

City State ZIP Phone #

Call Connie or Pat if any problems  
CORPORATION'S NAME

VALIDATION ONLY

006 5107 12/11/84

30.00 TL

006 5167 12/11/84

15.00 TL

006 5107 12/12/84

45.00 TL

Byder Truck Rental, Inc.

merging:

Simple Truck Rental & Leasing, Inc. <sup>MOEN</sup>

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> PROFIT                    | <input type="checkbox"/> AMENDMENT     | <input checked="" type="checkbox"/> MERGER      |
| <input type="checkbox"/> NON-PROFIT                | <input type="checkbox"/> DISSOLUTION   | <input type="checkbox"/> MARK                   |
| <input type="checkbox"/> FOREIGN                   | <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> RESERVATION            |
| <input type="checkbox"/> LIMITED PARTNERSHIP       | <input type="checkbox"/> OTHER         |   |
| <input type="checkbox"/> REINSTATEMENT             |  |   |
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> PHOTO COPIES  | <input type="checkbox"/> CERTIFICATE UNDER SEAL |
| <input checked="" type="checkbox"/> WALK IN        | <input type="checkbox"/> WILL WAIT     | <input checked="" type="checkbox"/> PICK UP     |
|  | <input type="checkbox"/> MAIL OUT      | <input type="checkbox"/> CALL                   |
|  | <input type="checkbox"/> AFTER         |   |

FILED  
DEC 11 PM 1 36  
TALLAHASSEE, FL 32301

Name	12-11-84
Availability	
Document Examiner	SL
Updater	SL
Updater Verifier	SL
Acknowledgment	BLH
W.P. Verifier	SL

CORP. 103 (8/82)

12-11-84  
-3:00

CHARTER TAX STAMP

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

ARTICLES OF MERGER  
OF  
SEMPLER TRUCK RENTAL & LEASING, INC.  
(Subsidiary Corporation)

INTO

RYDER TRUCK RENTAL, INC.  
(Parent Corporation)

PURSUANT TO SECTION 607.227 OF THE FLORIDA GENERAL  
CORPORATION ACT, THE UNDERSIGNED CORPORATIONS ADOPT THE  
FOLLOWING ARTICLES OF MERGER:

FIRST: Ryder Truck Rental, Inc. ("Parent  
Corporation"), is a corporation organized under the Laws  
of the State of Florida, owning all of the issued shares  
of Sempler Truck Rental & Leasing, Inc. ("Subsidiary  
Corporation"), a corporation organized under the laws of  
the Commonwealth of Massachusetts.

SECOND: The attached Plan of Merger was approved by  
resolution of the Board of Directors of the Parent  
Corporation.

THIRD: The number of outstanding shares of each  
class of the subsidiary corporation and the number of  
shares of each class owned by the surviving corporation  
is:

Class	Number of Shares Outstanding	Number of Shares Owned by Parent
Common	100	100
Convertible	2,500	2,500
Preferred		

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DEC 11 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOURTH:** The mailing of the Plan of Merger to the shareholders of the Subsidiary Corporation was waived by all the shareholders.

**FIFTH:** The effective date of the merger is the date of filing with the Florida Secretary of State.

SIGNED this 7<sup>th</sup> day of December, 1984.

RYDER TRUCK RENTAL, INC.

By: Donald W. Estes  
Donald W. Estes  
President

Attest:

Fred Ray Stuever  
Fred Ray Stuever  
Assistant Secretary

(SEAL)

STATE OF FLORIDA

) ss:  
)

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of December, 1984, by Donald W. Estes, President of Ryder Truck Rental, Inc. on behalf of the corporation. My commission expires:

Barbara Bayne  
Notary Public

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES MAY 29 1986  
BONOLIO TRUJILLO GENERAL TRADING UNDERWRITERS

bb/0958d/2C

PLAN OF MERGER

RECORDED  
DEC 11 1936  
OFFICE OF THE  
TALLAHASSEE, FLORIDA

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

WHEREAS Seaple Truck Rental & Leasing, Inc. is a corporation duly organized under the laws of the Commonwealth of Massachusetts (the "Subsidiary Corporation"); and

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

WHEREAS the Parent and Subsidiary 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 Massachusetts, agree as follows:

1. The Subsidiary Corporation will be merged into the Parent Corporation and, upon the effective date of such merger, the Subsidiary Corporation shall cease to exist and will no longer exercise its rights, powers, privileges, and franchises, pursuant to the laws of the Commonwealth of Massachusetts. The Parent Corporation will succeed to the property and assets of and exercise all of the rights, powers, privileges and franchises of the Subsidiary Corporation and will assume and be liable for all of the debts and liabilities, if any, of the Subsidiary Corporation.

2. The number of shares of the Subsidiary and Parent Corporations issued and outstanding are as follows:

RYDER TRUCK RENTAL, INC. (Parent Corporation)	100 Shares of Common Stock (Without Par Value)
SEMPLE TRUCK RENTAL & LEASING, INC. (Subsidiary Corporation)	100 Shares of Common Stock (Without Par Value) and 2,500 Shares of Convertible Preferred Stock (\$100.00 Par Value)

3. Inasmuch as the Parent Corporation owns all the issued and outstanding shares of the Subsidiary Corporation, the shares of the Subsidiary Corporation will not be converted into shares of the Parent Corporation, but shall be surrendered and cancelled, and the authorized and presently existing issued and outstanding shares of

the capital stock of the Parent Corporation will not be changed but will be and remain the same as before the merger.

4. The State of Incorporation of the Parent Corporation will be and remain the State of Florida.

5. The officers and directors of the Parent Corporation will be the same officers and directors in office prior to the merger.

6. The name of the Parent Corporation, upon the effective date of the merger, will be RYDER TRUCK RENTAL, INC.

7. All provisions of the existing Certificate of Incorporation of the Parent Corporation, on file with the Secretary of State of Florida, will remain the same and will constitute the Certificate of Incorporation of the Parent Corporation.

8. The Parent Corporation will pay all expenses of carrying into effect and accomplishing the merger.



9. The Subsidiary Corporation and the Parent 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 State of Florida and the Commonwealth of Massachusetts, to consummate and make effective the merger.

10. This Plan will be effective as of filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the Parent Corporation and the Subsidiary Corporation have caused these presents to be executed by the below named officers, this 7<sup>th</sup> day of December, 1984, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.

By:

Donald W. Estes  
Donald W. Estes  
President

Attest:

Fred Ray Stuever  
Fred Ray Stuever  
Assistant Secretary

Verified:

By:

Marshall B. Taylor  
Marshall B. Taylor  
Vice President

SEMPLE TRUCK RENTAL &  
LEASING, INC.

By:

Edwin A. Huston  
Edwin A. Huston  
Vice President

Attest:

Jeffrey J. Murphy  
Jeffrey J. Murphy  
Assistant Secretary

Verified:

By:

Marshall B. Taylor  
Marshall B. Taylor  
Vice President

STATE OF FLORIDA )

) SS:

COUNTY OF DADE )

Before me personally appeared DONALD W. LSTES and FRED RAY STUEVER, to me known and known to me to be the individuals described in and who executed the foregoing instrument as 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 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 17<sup>th</sup> day of December, 1984.

  
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES MAY 29 1986  
BONDED THROUGH GENERAL INS. UNDERWRITERS

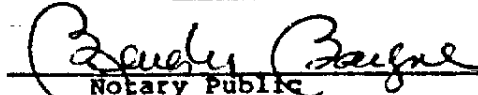
STATE OF FLORIDA )

) SS:

COUNTY OF DADE )

Before me personally appeared EDWIN A. HUSTON and JEFFREY J. MURPHY, 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 SEMPLE TRUCK RENTAL & LEASING, INC., a Massachusetts 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 17<sup>th</sup> day of December, 1984.

  
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES MAY 29 1986  
BONDED THROUGH GENERAL INS. UNDERWRITERS

bb/0959d/2C

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

I, Fred Ray Stuever, Assistant Secretary of RYDER TRUCK RENTAL, INC., the Parent 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: December 7, 1984