



**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000148072 3)))



H190001480723ABC%

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850)617-6380

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D DESIGN  
RYDER SYSTEM, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

2019 MAY -3 A 11:21  
ALLAHABAD, FLORIDA  
FILED

RECEIVED

2019 MAY -3 PM 2:42

STATE OF FLORIDA  
TALLAHASSEE

T. LEMIEUX  
MAY 06 2019

**ARTICLES OF AMENDMENT TO THE  
RESTATED ARTICLES OF INCORPORATION OF  
RYDER SYSTEM, INC.**

Pursuant to the provisions of Sections 607.1001 and 607.1006 of the Florida Business Corporation Act, Ryder System, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Restated Articles of Incorporation (the "Restated Articles of Incorporation"):

**FIRST:** The name of the corporation is Ryder System, Inc.

**SECOND:** The first paragraph of ARTICLE V of the Restated Articles of Incorporation shall be deleted and replaced in its entirety with the following:

**ARTICLE V  
Stockholder Action**

All actions required or permitted to be taken by the shareholders at an annual or special meeting of shareholders of the Corporation may be effected by the consent in writing of the holders of capital stock of the Corporation entitled to vote; provided that no such action may be effected except in accordance with the provisions of this Article V and applicable law. Notwithstanding anything contained in these Restated Articles of Incorporation to the contrary, the affirmative vote of the holders of a majority of the votes cast (in person or by proxy) by the holders of the outstanding shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend or adopt any provision inconsistent with or repeal this Article V. For purposes of clarity, "abstentions," "withheld" votes and "broker non-votes" shall not be counted as a vote cast with respect to such action.

**THIRD:** ARTICLE VI of the Restated Articles of Incorporation shall be deleted and replaced in its entirety with the following:

**ARTICLE VI  
By-Law Amendments**

The Board of Directors shall have power to adopt, alter, amend and repeal the By-Laws of the Corporation (except as so far as the By-Laws of the Corporation adopted by the stockholders shall otherwise provide). Any By-Laws made by the Directors under the powers conferred hereby may be altered, amended or repealed by the Directors or by the stockholders. Notwithstanding the foregoing and anything contained in these Restated Articles of Incorporation to the contrary, Sections 1 and 2 of Article V of the By-Laws shall not be altered, amended or repealed and no provision inconsistent therewith shall be adopted without the affirmative vote of the holders of a majority of the votes cast (in person or by proxy) by the holders of the outstanding shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Notwithstanding anything contained in these Restated Articles of Incorporation to the contrary, the affirmative vote of the holders of a majority of the votes cast (in person or by proxy) by the holders of the outstanding shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend or adopt any provision inconsistent with or repeal this Article VI. For purposes of clarity, "abstentions," "withheld" votes and "broker non-votes" shall not be counted as a vote cast with respect to such action.

**FOURTH:** The foregoing amendments were adopted and approved by the shareholders of the Corporation at the Corporation's annual meeting of shareholders held on May 3, 2019. The number of votes cast for the foregoing amendment by the shareholders was sufficient for approval.

**FIFTH:** In accordance with Section 607.0123 of the Florida Business Corporation Act, the foregoing amendments to the Restated Articles of Incorporation shall become effective immediately upon filing with the Florida Department of State.

[SIGNATURE PAGE FOLLOWS]

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment on behalf of the Corporation on this 3<sup>rd</sup> day of May, 2019.

**RYDER SYSTEM, INC.**

By: 

Name: Robert D. Fatovic

Title: Executive Vice President, Chief  
Legal Officer and Corporate Secretary